

STANLEY WORKS  
Form 8-K  
March 12, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): March 12, 2010

THE STANLEY WORKS

(Exact name of registrant as specified in its charter)

Connecticut

1-5244

06-0548860

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(I.R.S. Employer Identification  
No.)

1000 Stanley Drive, New  
Britain, Connecticut

06053

(Address of principal executive  
offices)

(Zip Code)

Registrant's telephone number, including area code:  
Not Applicable

(860) 225-5111

\_\_\_\_\_  
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.07. Submission of Matters to a Vote of Security Holders

On March 12, 2010, The Stanley Works (“Stanley”) held a special meeting of its shareholders in connection with the Agreement and Plan of Merger dated as of November 2, 2009 (the “Merger Agreement”), among The Black & Decker Corporation (“Black & Decker”), Stanley, and Blue Jay Acquisition Corp., a wholly owned subsidiary of Stanley (“Merger Sub”), pursuant to which Merger Sub shall merge with and into Black & Decker, with Black & Decker continuing as the surviving corporation and as a wholly owned subsidiary of Stanley (the “Merger”). The meeting was held in order to vote upon the following four matters:

- (i) a proposal to approve the issuance of Stanley common stock, in connection with the Merger contemplated by Merger Agreement.
- (ii) a proposal to amend the Certificate of Incorporation of Stanley to (a) increase the authorized number of shares of Stanley Common Stock from 200,000,000 to 300,000,000 and (b) change the name of Stanley to “Stanley Black & Decker, Inc.”
- (iii) a proposal to amend The Stanley Works 2009 Long-Term Incentive Plan to, among other things, increase the number of shares available to be issued under such plan;
- (iv) a proposal to approve an adjournment of the Stanley special meeting (if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes for the approval of any of the foregoing proposals).

The following is a summary of the voting results for each matter presented to the shareholders:

Issuance of Stanley Common Stock

|            |               |                 |                  |
|------------|---------------|-----------------|------------------|
| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
| 67,502,270 | 709,107       | 157,609         | N/A              |

Amendment to the Stanley Certificate of Incorporation

|            |               |                 |                  |
|------------|---------------|-----------------|------------------|
| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
| 66,351,257 | 1,787,823     | 229,905         | N/A              |

Amendment to the Stanley 2009 Long-Term Incentive Plan

|            |               |                 |                  |
|------------|---------------|-----------------|------------------|
| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
| 57,750,350 | 10,251,728    | 364,107         | N/A              |

Adjournment of the Stanley special meeting (if necessary)

|            |               |                 |                  |
|------------|---------------|-----------------|------------------|
| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
| 61,052,050 | 6,907,252     | 406,883         | N/A              |

Item 8.01. Other Events.

On March 12, 2010, Stanley received antitrust clearance for the Merger from the European Union Commission. As of March 12, 2010, Stanley and Black & Decker have received all antitrust clearances necessary to complete the Merger.

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Stanley and Black & Decker expect that the Merger will become effective at 5:00 p.m., eastern time, on March 12, 2010.

2

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Stanley Works

March 12, 2010

By: /s/ Bruce H. Beatt  
Name: Bruce H. Beatt  
Title: Vice President, General  
Counsel and Secretary