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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549



DIVISION OF
CORPORATION FINANCE

PUBLIC AVAILABILITY DATE: 11-24-87

ACT	SECTION	RULE
1934	14(a)	14a-8

Glenn C. Campbell, Esq.
Miles & Stockbridge
10 Light Street
Baltimore, MD 21202

Re: The Black & Decker Corporation (the "Company")

Dear Mr. Campbell:

This is in regard to your letter dated November 9, 1987 concerning a shareholder proposal submitted by Lewis D. and John J. Gilbert for inclusion in the Company's proxy material for its 1988 annual meeting of security holders. Your letter indicates that the Proponents have agreed to withdraw the proposal. Since the matter is now moot, the Division will have no further comment.

Sincerely,

Cecilia D. Blye
Special Counsel

cc: Lewis D. Gilbert
John J. Gilbert
1165 Park Avenue
New York, NY 10128-1210



The Black & Decker Corporation
701 East Joppa Road
Towson, Maryland 21204
301 583 3900
Telex 87-930



BLACK & DECKER

RECEIVED

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SEP 21 1987

OFFICE OF THE SECRETARY

REC'D S.E.C.

SEP 18 1987

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September 18, 1987

Securities and Exchange Commission
450 5th Street, N.W.
Washington, D.C. 20549

Re: The Black & Decker Corporation
(Commission File No. 1-1553)

Ladies and Gentlemen:

The Black & Decker Corporation (the "Corporation") has received a letter, dated July 28, 1987, from Lewis D. Gilbert and John J. Gilbert requesting the Corporation to include a stockholder proposal in the Corporation's Proxy Statement for the 1988 Annual Meeting of Stockholders to be held January 25, 1988 (the "Proxy Statement"). A copy of the letter setting forth the proposed resolution and statement in support thereof is enclosed.

In their letter the Gilberts request that the Corporation include the following proposal in the Proxy Statement:

RESOLVED: That the stockholders of Black and Decker Corporation, assembled in annual meeting in person and by proxy, hereby request the Board of Directors to take the steps necessary to provide that each director own at least 100 shares of the Corporation's stock.

Pursuant to Rule 14a-8(c)(10), a corporation may omit a proposal and any statement in support thereof from its proxy statement and form of proxy if the proposal has been rendered moot. On September 14, 1987, the Corporation contacted the Gilberts' representative and confirmed that John E. Bolton and William E. Stevens, the directors referenced in the statement in support of the stockholder proposal, each owned at least 100 shares of the Corporation's Common Stock. Based on this assurance, the proponents have informed the Corporation that they will withdraw their proposal. For this reason, the Corporation believes that the proposal submitted by the Gilberts has been rendered moot and therefore may be excluded from the Proxy Statement pursuant to Rule 14a-8(c)(10). Accordingly, the Corporation requests that the Staff of

Securities and Exchange Commission
September 18, 1967
Page 2

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the Commission concur in its view that the proposal and supporting statement may be excluded from the Proxy Statement.

Very truly yours,



Barbara B. Lucas
Vice President--Public Affairs and
Corporate Secretary

Enclosure

cc: Certified Mail/Return Receipt Requested
Lewis D. Gilbert
John J. Gilbert
1165 Park Avenue
New York, New York 10128-1210

LEWIS D. GILBERT

JOHN J. GILBERT

1165 PARK AVENUE
NEW YORK, N.Y. 10028-1210

000073

July 28, 1987

Ms. Barbara B. Lucas, Secretary
Black and Decker Corporation
701 East Joppa Road
Towson, Maryland 21204

Dear Ms. Lucas:

Pursuant to Rule X-14 of the Securities and Exchange Commission, this letter is formal notice to the management of Black and Decker Corporation that, at the coming annual meeting of 1988, Lewis D. and/or John J. Gilbert, co-trustees under the will of Caston J. Gilbert for 200 shares, and representing an additional family interest of 800 shares, and John J. Gilbert is also the owner of 60 shares, will cause to be introduced from the floor the following resolution. AS SHOWN BY THE BOOKS AND RECORDS OF THE CORPORATION THE GILBERTS HAVE BEEN OWNERS AND HAVE UTILIZED PAST PROXY STATEMENTS AND HAVE ATTENDED ANNUAL MEETINGS IN THE PAST.

We ask that, if the management intends to oppose this resolution, our names and address, as above, together with the number of shares owned and represented by us, as recorded on the stock ledger of the Corporation, be printed in the proxy statement, together with the text of the resolution and the statement of reasons for its introduction. We also ask that the substance of the resolution be included in the notice of the annual meeting.

RESOLVED: That the stockholders of Black and Decker Corporation, assembled in annual meeting in person and by proxy, hereby request the Board of Directors to take the steps necessary to provide that each director own at least 100 shares of the Corporation's stock.

REASONS

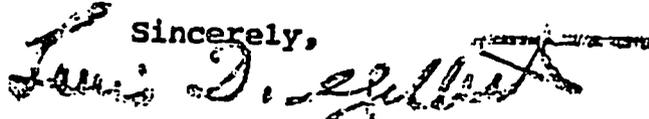
The last proxy statement disclosed that John E. Bolton and William E. Stevens owned no stock in the company. Directors ought to be willing to own at least 100 shares in the company or they should not run for office.

The Securities and Exchange Commission recently changed the rules to require \$1000 ownership of stock for proponents of a resolution. It is logical therefore, for directors to own at least 100 shares in the company, in our opinion.

If you agree, please mark your proxy for this resolution; otherwise it is automatically cast against it, unless you have marked to abstain.

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Sincerely,



Lewis D. Gilbert



John J. Gilbert

cc: Securities and Exchange Commission
Washington, D.C. 20549

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TEL: [REDACTED]
289-8331

LEWIS D. GILBERT
1165 PARK AVENUE
NEW YORK, N. Y. 10028

7/28/87

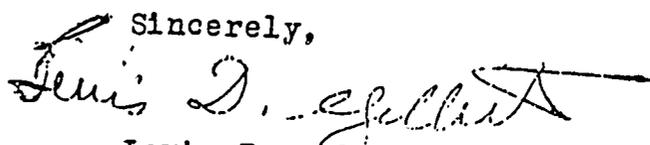
Ms. Barbara B. Lucas, Secretary
Black and Decker Corporation
701 East Joppa Road
Towson, Maryland 21204

Dear Sir:

The holdings mentioned in the attached resolution
may not be accurate.

Please check your records for the proper amounts
in the said names.

Sincerely,



Lewis D. Gilbert

P.S. The family interest includes:

RUFFY CORPORATION
GILBERT SNYDER

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22 WEST JEFFERSON STREET
ROCKVILLE, MARYLAND 20850

401 WASHINGTON AVENUE
TOWSON, MARYLAND 21284

1701 PENNSYLVANIA AVENUE, N. W.
WASHINGTON, D. C. 20006

LAW OFFICES

MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE, MARYLAND 21202

TELEPHONE 301-727-6464

CABLE MILBRIDGE

TELEX 87-511

101 BAY STREET
EASTON, MARYLAND 21601

11350 RANDOM HILLS ROAD
FAIRFAX, VIRGINIA 22030

117 WEST PATRICK STREET
FREDERICK, MARYLAND 21701

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NOV 18 1987
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

November 9, 1987

Ms. Cecilia D. Blye
Securities and Exchange Commission
450 5th Street, N.W.
Washington, D.C. 20549

Re: The Black & Decker Corporation

Dear Ms. Blye:

Enclosed as per our conversation earlier today is a copy of the letter of Lewis D. Gilbert formally withdrawing Mr. Gilbert's proposal for the 1988 Annual Meeting of Stockholders of The Black & Decker Corporation. Please do not hesitate to call me if you have any questions.

Very truly yours,

Glenn C. Campbell
Glenn C. Campbell

GCC/mcp
Enclosure

RECEIVED
NOV 18 1987
(212) 289-8331
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

LEWIS D. GILBERT
1165 PARK AVENUE
NEW YORK N.Y. 10128-1210

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Sept. 21, 1987

Ms. Barbara B. Lucas
Secretary
Black and Decker Corporation
701 East Joppa Road
Towson, Maryland 21204

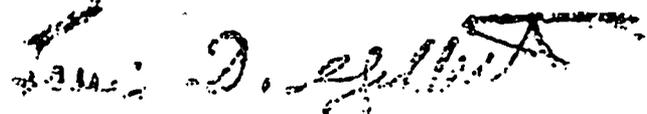
Dear Ms. Lucas:

Thank you for your letter of the 15th.

In view of the assurances, of course, there is no need for our resolution dealing with the directors owning 100 shares of stock.

I am so informing the Securities and Exchange Commission of the withdrawal.

Sincerely,



Lewis D. Gilbert

cc: Securities and Exchange Commission
Washington, D.C. 20549