

STANLEY BLACK & DECKER, INC.
 Form 4
 February 23, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cannon James J

2. Issuer Name and Ticker or Trading Symbol
 STANLEY BLACK & DECKER, INC. [SWK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 STANLEY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Security NA & EM

NEW BRITAIN, CT 06053

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/21/2017		S	390	D \$ 126.5586	40,009	D
Common Stock	02/22/2017		A	1,897	A 11	41,906	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cannon James J 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			President, Security NA & EM	

Signatures

/s/ Kathryn P. Sherer,
Attorney-in-Fact
**Signature of Reporting Person

02/23/2017
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares issued pursuant to the 2014-2016 performance awards program under the Company's 2013 Long-Term Incentive Plan, net of shares withheld to cover taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. GN="bottom" ALIGN="right">456,714

Lorillard Tobacco Co., Senior Notes

8.125% 6/23/19 540,000 674,142

Lorillard Tobacco Co., Senior Notes

8.125% 5/1/40 470,000 600,079

Lorillard Tobacco Co., Senior Notes

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7.000% 8/4/41 510,000 578,039

Reynolds American Inc., Senior Notes

4.750% 11/1/42 1,220,000 1,150,455

Total Tobacco

5,476,003

TOTAL CONSUMER STAPLES

9,644,981

ENERGY - 10.2%

Energy Equipment & Services - 0.1%

Rowan Cos., Inc., Senior Notes

5.850% 1/15/44 130,000 131,425

Oil, Gas & Consumable Fuels - 10.1%

Anadarko Petroleum Corp., Senior Notes

5.950% 9/15/16 340,000 379,997

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Apache Corp., Senior Notes

5.100% 9/1/40 140,000 149,283

Apache Corp., Senior Notes

5.250% 2/1/42 160,000 171,992

Apache Corp., Senior Notes

4.750% 4/15/43 840,000 848,980

ConocoPhillips, Notes

6.500% 2/1/39 1,500,000 1,967,786

Devon Financing Corp. LLC, Debentures

7.875% 9/30/31 1,080,000 1,472,475

Energy Transfer Equity LP, Senior Notes

7.500% 10/15/20 420,000 481,950

EOG Resources Inc., Senior Notes

6.875% 10/1/18 800,000 966,986

Hess Corp., Notes

8.125% 2/15/19 1,400,000 1,770,314

Hess Corp., Notes

7.875% 10/1/29 440,000 583,417

Hess Corp., Senior Bonds

6.000% 1/15/40 520,000 597,327

Kerr-McGee Corp., Notes

6.950% 7/1/24 1,320,000 1,610,858

Kerr-McGee Corp., Notes

7.875% 9/15/31 710,000 929,475

Kinder Morgan Energy Partners LP, Senior Notes

5.950% 2/15/18 800,000 916,108

MEG Energy Corp., Senior Notes

6.375% 1/30/23 900,000 931,500^(a)

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Murray Energy Corp., Senior Secured Notes

8.625% 6/15/21 650,000 692,250^(a)

Noble Energy Inc., Senior Notes

6.000% 3/1/41 660,000 761,337

Noble Energy Inc., Senior Notes

5.250% 11/15/43 240,000 251,832

Pemex Project Funding Master Trust, Senior Bonds

6.625% 6/15/35 1,000,000 1,100,259

Petrobras International Finance Co., Senior Notes

5.750% 1/20/20 1,109,000 1,159,705

Petrobras International Finance Co., Senior Notes

6.750% 1/27/41 872,000 847,318

Petroleos Mexicanos, Notes

6.375% 1/23/45 390,000 415,020^(a)

Petroleos Mexicanos, Senior Notes

5.500% 1/21/21 250,000 273,750

Plains Exploration & Production Co., Senior Notes

6.500% 11/15/20 50,000 55,500

Plains Exploration & Production Co., Senior Notes

6.875% 2/15/23 630,000 705,600

Transcontinental Gas Pipe Line Co. LLC, Senior Notes

5.400% 8/15/41 10,000 10,747

Transcontinental Gas Pipe Line Co. LLC, Senior Notes

4.450% 8/1/42 860,000 805,772

Valero Energy Corp., Senior Notes

9.375% 3/15/19 700,000 918,806

Williams Cos. Inc., Notes

7.875% 9/1/21 952,000 1,136,640

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Williams Cos. Inc., Senior Notes

7.750% 6/15/31 62,000 68,517

Williams Cos. Inc., Senior Notes

8.750% 3/15/32 148,000 177,523

Williams Partners LP, Senior Notes

5.250% 3/15/20 460,000 513,011

Total Oil, Gas & Consumable Fuels

23,672,035

TOTAL ENERGY

23,803,460

FINANCIALS - 35.2%

Capital Markets - 8.5%

Bank of New York Mellon Corp., Junior Subordinated Notes

4.500% 6/20/23 160,000 148,600^{(b)(c)}

Bear Stearns Cos. LLC, Senior Notes

7.250% 2/1/18 1,570,000 1,882,289

Credit Suisse Group AG, Junior Subordinated Notes

7.500% 12/11/23 200,000 221,250^{(a)(b)(c)}

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Goldman Sachs Capital I, Capital Securities

6.345% 2/15/34 220,000 229,757

Goldman Sachs Group Inc., Senior Notes

5.950% 1/18/18 4,250,000 4,858,902

Goldman Sachs Group Inc., Senior Notes

7.500% 2/15/19 500,000 613,064

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

February 28, 2014

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Capital Markets - continued				
Goldman Sachs Group Inc., Senior Notes	5.375%	3/15/20	\$ 470,000	\$ 530,118
Goldman Sachs Group Inc., Senior Notes	4.000%	3/3/24	1,030,000	1,032,942
Goldman Sachs Group Inc., Senior Notes	6.250%	2/1/41	2,550,000	3,069,440
Merrill Lynch & Co. Inc., Notes	6.875%	4/25/18	990,000	1,180,038
Merrill Lynch & Co. Inc., Subordinated Notes	7.750%	5/14/38	670,000	898,858
Morgan Stanley, Medium-Term Notes	6.625%	4/1/18	1,750,000	2,060,733
Morgan Stanley, Senior Notes	5.500%	1/26/20	1,950,000	2,224,223
Morgan Stanley, Senior Notes	5.500%	7/24/20	200,000	228,024
Morgan Stanley, Senior Notes	6.375%	7/24/42	140,000	172,929
UBS AG Stamford CT, Subordinated Notes	7.625%	8/17/22	330,000	392,226
<i>Total Capital Markets</i>				<i>19,743,393</i>
Commercial Banks - 15.1%				
Bank of America Corp., Junior Subordinated Notes	5.200%	6/1/23	570,000	538,650 ^{(b)(c)}
Bank of America Corp., Senior Notes	7.625%	6/1/19	2,760,000	3,441,662
Bank of America Corp., Senior Notes	5.625%	7/1/20	180,000	207,504
Bank of America Corp., Senior Notes	5.875%	2/7/42	1,340,000	1,571,397
Barclays Bank PLC, Subordinated Notes	7.625%	11/21/22	360,000	398,700
BPCE SA, Subordinated Notes	5.150%	7/21/24	680,000	683,721 ^(a)
CIT Group Inc., Secured Notes	5.250%	4/1/14	630,000	632,363 ^(a)
CIT Group Inc., Secured Notes	6.625%	4/1/18	480,000	543,600 ^(a)
CIT Group Inc., Senior Notes	5.000%	8/1/23	350,000	366,625
Citigroup Inc., Junior Subordinated Bonds	5.350%	5/15/23	330,000	310,777 ^{(b)(c)}
Citigroup Inc., Senior Notes	6.375%	8/12/14	153,000	156,961
Citigroup Inc., Senior Notes	6.000%	8/15/17	2,250,000	2,575,512
Citigroup Inc., Senior Notes	8.500%	5/22/19	500,000	644,730
Citigroup Inc., Senior Notes	8.125%	7/15/39	1,350,000	1,969,965
Citigroup Inc., Subordinated Notes	5.500%	9/13/25	850,000	918,207
Citigroup Inc., Subordinated Notes	6.675%	9/13/43	630,000	746,675
Cooperatieve Centrale Raiffeisen-Boerenleenbank BA, Subordinated Notes	5.750%	12/1/43	750,000	820,293
Credit Agricole SA, Subordinated Notes	8.375%	10/13/19	500,000	567,500 ^{(a)(b)(c)}
ING Bank NV, Subordinated Notes	5.800%	9/25/23	500,000	535,765 ^(a)
JPMorgan Chase & Co., Junior Subordinated Bonds	6.000%	8/1/23	700,000	700,000 ^{(b)(c)}
JPMorgan Chase & Co., Senior Notes	6.400%	5/15/38	1,500,000	1,875,826
JPMorgan Chase & Co., Senior Notes	4.850%	2/1/44	670,000	690,230
JPMorgan Chase & Co., Subordinated Notes	5.625%	8/16/43	760,000	832,599
M&T Bank Corp., Junior Subordinated Notes	6.875%	6/15/16	840,000	841,484 ^{(a)(c)}
Royal Bank of Scotland Group PLC, Junior Subordinated Bonds	7.648%	9/30/31	710,000	759,700 ^{(b)(c)}
Royal Bank of Scotland Group PLC, Senior Notes	6.400%	10/21/19	1,170,000	1,363,202
Royal Bank of Scotland Group PLC, Subordinated Notes	5.000%	10/1/14	790,000	804,645
Royal Bank of Scotland Group PLC, Subordinated Notes	6.100%	6/10/23	1,540,000	1,601,103
Royal Bank of Scotland Group PLC, Subordinated Notes	6.000%	12/19/23	150,000	155,083
Royal Bank of Scotland NV, Subordinated Notes	7.750%	5/15/23	820,000	924,808
Santander UK PLC, Subordinated Notes	5.000%	11/7/23	670,000	696,611 ^(a)
Wachovia Capital Trust III, Junior Subordinated Bonds	5.570%	4/21/14	410,000	398,725 ^{(b)(c)}

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Wachovia Corp., Senior Notes	5.750%	2/1/18	4,400,000	5,089,194
Wells Fargo & Co., Subordinated Notes	5.375%	11/2/43	720,000	772,957
<i>Total Commercial Banks</i>				<i>35,136,774</i>
Consumer Finance - 1.5%				
HSBC Finance Corp., Senior Notes	6.676%	1/15/21	1,620,000	1,906,994
SLM Corp., Senior Notes	7.250%	1/25/22	1,430,000	1,578,363
<i>Total Consumer Finance</i>				<i>3,485,357</i>
Diversified Financial Services - 6.0%				
CME Group Inc., Senior Notes	5.300%	9/15/43	750,000	838,623

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

February 28, 2014

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Diversified Financial Services - continued				
General Electric Capital Corp., Junior Subordinated Bonds	7.125%	6/15/22	\$ 100,000	\$ 113,681 ^{(b)(c)}
General Electric Capital Corp., Junior Subordinated Bonds	6.250%	12/15/22	1,000,000	1,077,090 ^{(b)(c)}
General Electric Capital Corp., Notes	5.300%	2/11/21	130,000	146,981
General Electric Capital Corp., Senior Notes	6.875%	1/10/39	2,820,000	3,727,648
General Electric Capital Corp., Subordinated Debentures	6.375%	11/15/67	1,270,000	1,409,700 ^(b)
ILFC E-Capital Trust I, Junior Subordinated Notes	5.460%	12/21/65	800,000	748,000 ^{(a)(b)}
ING US Inc., Junior Subordinated Notes	5.650%	5/15/53	220,000	216,700 ^(b)
ING US Inc., Senior Notes	5.500%	7/15/22	1,260,000	1,411,655
International Lease Finance Corp., Senior Notes	8.875%	9/1/17	810,000	976,050
International Lease Finance Corp., Senior Notes	6.250%	5/15/19	220,000	248,160
International Lease Finance Corp., Senior Notes	8.250%	12/15/20	330,000	404,663
International Lease Finance Corp., Senior Secured Notes	6.750%	9/1/16	670,000	754,587 ^(a)
International Lease Finance Corp., Senior Secured Notes	7.125%	9/1/18	1,200,000	1,401,000 ^(a)
ZFS Finance USA Trust II, Bonds	6.450%	12/15/65	500,000	538,750 ^{(a)(b)}
<i>Total Diversified Financial Services</i>				<i>14,013,288</i>
Insurance - 3.5%				
American Equity Investment Life Holding Co., Senior Notes	6.625%	7/15/21	90,000	95,400
American International Group Inc., Senior Notes	6.400%	12/15/20	1,000,000	1,200,507
Delphi Financial Group Inc., Senior Notes	7.875%	1/31/20	290,000	343,747
Fidelity & Guaranty Life Holdings Inc., Senior Notes	6.375%	4/1/21	330,000	353,100 ^(a)
Five Corners Funding Trust, Bonds	4.419%	11/15/23	630,000	643,018 ^(a)
Liberty Mutual Group Inc., Junior Subordinated Bonds	7.800%	3/15/37	330,000	359,700 ^(a)
Liberty Mutual Insurance Co., Subordinated Notes	7.875%	10/15/26	840,000	1,037,910 ^(a)
MetLife Inc., Senior Notes	6.817%	8/15/18	1,300,000	1,572,000
Nationwide Mutual Insurance Co., Notes	9.375%	8/15/39	520,000	781,025 ^(a)
Teachers Insurance & Annuity Association of America - College Retirement Equity Fund, Notes	6.850%	12/16/39	1,050,000	1,373,546 ^(a)
Travelers Cos. Inc., Senior Notes	6.250%	6/15/37	400,000	504,937
<i>Total Insurance</i>				<i>8,264,890</i>
Real Estate Investment Trusts (REITs) - 0.3%				
WEA Finance LLC/WT Finance Aust Pty. Ltd., Senior Notes	6.750%	9/2/19	580,000	700,242 ^(a)
Real Estate Management & Development - 0.3%				
Security Capital Group Inc., Senior Notes	7.700%	6/15/28	460,000	606,001
TOTAL FINANCIALS				81,949,945
HEALTH CARE - 3.5%				
Biotechnology - 0.5%				
Amgen Inc., Senior Notes	5.150%	11/15/41	1,020,000	1,071,991
Gilead Sciences Inc., Senior Notes	5.650%	12/1/41	100,000	117,043

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<i>Total Biotechnology</i>				1,189,034
Health Care Providers & Services - 1.7%				
Catholic Health Initiatives, Secured Bonds	4.350%	11/1/42	60,000	55,462
Highmark Inc., Senior Notes	4.750%	5/15/21	390,000	383,909 ^(a)
Humana Inc., Senior Notes	6.450%	6/1/16	1,000,000	1,114,422
Humana Inc., Senior Notes	7.200%	6/15/18	1,000,000	1,201,360
WellPoint Inc., Notes	5.250%	1/15/16	1,200,000	1,295,407
<i>Total Health Care Providers & Services</i>				4,050,560
Pharmaceuticals - 1.3%				
AbbVie Inc., Senior Notes	4.400%	11/6/42	450,000	444,088
Mallinckrodt International Finance SA, Senior Notes	4.750%	4/15/23	189,000	179,913 ^(a)
Pfizer Inc., Senior Notes	7.200%	3/15/39	560,000	781,261

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

February 28, 2014

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Pharmaceuticals - continued				
Wyeth, Notes	5.950%	4/1/37	\$ 1,100,000	\$ 1,334,356
Zoetis Inc., Senior Notes	4.700%	2/1/43	270,000	268,235
<i>Total Pharmaceuticals</i>				3,007,853
TOTAL HEALTH CARE				8,247,447
INDUSTRIALS - 4.2%				
Aerospace & Defense - 0.7%				
Exelis Inc., Senior Notes	5.550%	10/1/21	885,000	919,569
Textron Inc., Senior Notes	3.650%	3/1/21	270,000	272,642
Textron Inc., Senior Notes	4.300%	3/1/24	400,000	406,834
<i>Total Aerospace & Defense</i>				1,599,045
Air Freight & Logistics - 0.4%				
United Parcel Service Inc., Senior Notes	6.200%	1/15/38	700,000	887,194
Airlines - 2.0%				
Air Canada, Pass-Through Trust, Secured Notes	6.625%	5/15/18	480,000	492,000 ^(a)
American Airlines, Pass-Through Trust, Senior Secured Notes	5.600%	7/15/20	526,200	547,247 ^(a)
Delta Air Lines Inc., Pass-Through Certificates, Secured Notes	8.021%	8/10/22	156,622	175,417
Delta Air Lines Inc., Pass-Through Certificates, Senior Secured Notes	7.750%	12/17/19	550,385	646,702
United Airlines Inc., Pass-Through Certificates	6.545%	2/2/19	181,763	198,575
United Airlines Inc., Pass-Through Certificates, Secured Notes	9.750%	1/15/17	150,244	172,780
United Airlines Inc., Pass-Through Certificates, Secured Notes	9.250%	5/10/17	268,234	300,422
United Airlines Inc., Pass-Through Certificates, Secured Notes	6.250%	4/11/20	275,304	291,822
United Airlines Inc., Pass-Through Certificates, Senior Secured Notes	10.400%	11/1/16	101,760	114,836
United Airlines Inc., Pass-Through Certificates, Senior Secured Notes	6.125%	4/29/18	240,000	254,100
United Airlines Inc., Pass-Through Certificates, Senior Secured Notes	7.250%	11/10/19	669,122	774,509
US Airways, Pass-Through Trust, Senior Secured Bonds	5.900%	10/1/24	585,883	650,331
<i>Total Airlines</i>				4,618,741
Commercial Services & Supplies - 0.8%				
Republic Services Inc., Senior Notes	5.500%	9/15/19	220,000	251,231
Taylor Morrison Communities Inc./Monarch Communities Inc., Senior Notes	5.250%	4/15/21	900,000	893,250 ^(a)
Waste Management Inc., Senior Notes	7.750%	5/15/32	500,000	687,980
<i>Total Commercial Services & Supplies</i>				1,832,461
Machinery - 0.1%				
Valmont Industries Inc., Senior Notes	6.625%	4/20/20	180,000	208,967
Marine - 0.2%				

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Horizon Lines LLC, Senior Secured Notes	11.000%	10/15/16	494,000	499,557
TOTAL INDUSTRIALS				9,645,965
INFORMATION TECHNOLOGY - 1.2%				
Communications Equipment - 0.1%				
Juniper Networks Inc., Senior Notes	4.500%	3/15/24	210,000	210,753
Computers & Peripherals - 0.6%				
Seagate HDD Cayman, Senior Notes	3.750%	11/15/18	1,260,000	1,304,100 ^(a)
Internet Software & Services - 0.1%				
VeriSign Inc., Senior Notes	4.625%	5/1/23	260,000	254,800

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

February 28, 2014

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
IT Services - 0.1%				
First Data Corp., Senior Secured Notes	6.750%	11/1/20	\$ 140,000	\$ 151,900 ^(a)
Semiconductors & Semiconductor Equipment - 0.2%				
National Semiconductor Corp., Senior Notes	6.600%	6/15/17	360,000	420,633
Software - 0.1%				
Interface Security Systems Holdings Inc./Interface Security Systems LLC, Senior Secured Notes	9.250%	1/15/18	340,000	343,400 ^(a)
TOTAL INFORMATION TECHNOLOGY				2,685,586
MATERIALS - 5.0%				
Chemicals - 0.3%				
Ecolab Inc., Senior Notes	5.500%	12/8/41	260,000	293,733
LYB International Finance BV, Senior Bonds	4.875%	3/15/44	160,000	160,613
Potash Corp. of Saskatchewan Inc., Senior Notes	5.625%	12/1/40	250,000	282,845
<i>Total Chemicals</i>				737,191
Containers & Packaging - 0.4%				
Rock-Tenn Co., Senior Notes	4.900%	3/1/22	790,000	852,492
Metals & Mining - 4.3%				
Barrick Gold Corp., Senior Notes	4.100%	5/1/23	320,000	306,865
Barrick Gold Corp., Senior Notes	5.250%	4/1/42	1,200,000	1,093,354
Cliffs Natural Resources Inc., Senior Notes	3.950%	1/15/18	180,000	182,787
Cliffs Natural Resources Inc., Senior Notes	4.800%	10/1/20	190,000	186,671
Cliffs Natural Resources Inc., Senior Notes	4.875%	4/1/21	630,000	611,281
FMG Resources (August 2006) Pty Ltd., Senior Notes	7.000%	11/1/15	649,000	672,753 ^(a)
Freeport-McMoRan Copper & Gold Inc., Senior Notes	2.375%	3/15/18	20,000	20,175
Freeport-McMoRan Copper & Gold Inc., Senior Notes	5.450%	3/15/43	210,000	208,136
Rio Tinto Finance USA Ltd., Senior Notes	9.000%	5/1/19	2,000,000	2,625,436
Southern Copper Corp., Senior Notes	5.375%	4/16/20	260,000	285,494
Steel Dynamics Inc., Senior Notes	6.125%	8/15/19	240,000	263,400
Vale Overseas Ltd., Notes	6.875%	11/21/36	2,100,000	2,266,591
Xstrata Finance Canada Ltd., Senior Bonds	5.800%	11/15/16	1,200,000	1,331,343 ^(a)
<i>Total Metals & Mining</i>				10,054,286
TOTAL MATERIALS				11,643,969
TELECOMMUNICATION SERVICES - 9.4%				
Diversified Telecommunication Services - 7.1%				
AT&T Inc., Global Notes	5.600%	5/15/18	1,500,000	1,721,608
AT&T Inc., Senior Notes	5.550%	8/15/41	440,000	464,924

Explanation of Responses:

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British Telecommunications PLC, Bonds	9.625%	12/15/30	2,000,000	3,090,188
Embarq Corp., Notes	7.995%	6/1/36	1,500,000	1,602,952
Intelsat Jackson Holdings SA, Senior Notes	5.500%	8/1/23	1,250,000	1,240,625 ^(a)
Koninklijke KPN NV, Senior Notes	8.375%	10/1/30	330,000	441,351
Telecom Italia Capital SA, Senior Notes	7.175%	6/18/19	610,000	702,263
Telefonica Emisiones SAU, Senior Notes	7.045%	6/20/36	140,000	167,243
TW Telecom Holdings Inc., Senior Notes	5.375%	10/1/22	1,250,000	1,279,688
Verizon Communications Inc., Senior Notes	5.150%	9/15/23	2,460,000	2,699,631
Verizon Communications Inc., Senior Notes	6.550%	9/15/43	2,430,000	2,985,564

Total Diversified Telecommunication Services 16,396,037

Wireless Telecommunication Services - 2.3%

Cellco Partnership/Verizon Wireless Capital LLC, Senior Notes	8.500%	11/15/18	2,000,000	2,556,216
Rogers Communications Inc., Senior Notes	6.800%	8/15/18	1,000,000	1,200,939
Sprint Communications Inc., Senior Notes	9.000%	11/15/18	280,000	343,700 ^(a)
Sprint Corp., Senior Notes	7.875%	9/15/23	700,000	777,000 ^(a)

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

February 28, 2014

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Wireless Telecommunication Services - 2.3% (continued)				
Telefonica Europe BV, Senior Notes	8.250%	9/15/30	\$ 390,000	\$ 500,143
<i>Total Wireless Telecommunication Services</i>				5,377,998
TOTAL TELECOMMUNICATION SERVICES				21,774,035
UTILITIES - 6.9%				
Electric Utilities - 5.2%				
Comision Federal de Electricidad, Senior Notes	4.875%	1/15/24	220,000	223,300 ^(a)
Commonwealth Edison Co., First Mortgage Bonds	5.800%	3/15/18	600,000	691,914
Commonwealth Edison Co., First Mortgage Bonds	6.450%	1/15/38	600,000	768,850
FirstEnergy Corp., Notes	7.375%	11/15/31	3,040,000	3,509,136
GenOn REMA LLC, Pass-Through Certificates	9.681%	7/2/26	2,000,000	1,940,000
IPALCO Enterprises Inc., Senior Secured Notes	7.250%	4/1/16	1,030,000	1,143,300 ^(a)
MidAmerican Energy Holdings Co., Bonds	6.125%	4/1/36	1,000,000	1,201,926
MidAmerican Energy Holdings Co., Senior Notes	5.750%	4/1/18	1,000,000	1,152,856
Pacific Gas & Electric Co., Senior Notes	8.250%	10/15/18	600,000	756,319
Virginia Electric and Power Co., Senior Notes	8.875%	11/15/38	500,000	806,007
<i>Total Electric Utilities</i>				12,193,608
Gas Utilities - 0.9%				
Southern Natural Gas Co., Senior Notes	8.000%	3/1/32	1,500,000	2,007,889
Independent Power Producers & Energy Traders - 0.5%				
AES Corp., Senior Notes	8.000%	6/1/20	1,100,000	1,298,000
Multi-Utilities - 0.3%				
Dominion Resources Inc., Senior Notes	8.875%	1/15/19	500,000	640,095
TOTAL UTILITIES				16,139,592
TOTAL CORPORATE BONDS & NOTES				
(Cost - \$186,826,617)				211,323,856
MUNICIPAL BONDS - 0.7%				
Alabama - 0.4%				
Jefferson County, AL, Sewer Revenue	6.000%	10/1/42	850,000	855,703
California - 0.1%				
University of California Revenue	4.062%	5/15/33	220,000	210,969
Illinois - 0.2%				
Chicago, IL, GO, Taxable Project	7.781%	1/1/35	20,000	23,817
Illinois State, GO, Build America Bonds-Taxable	6.725%	4/1/35	530,000	590,849

Explanation of Responses:

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<i>Total Illinois</i>				614,666
TOTAL MUNICIPAL BONDS				
(Cost - \$1,654,678)				1,681,338
SENIOR LOANS - 0.4%				
INDUSTRIALS - 0.4%				
Commercial Services & Supplies - 0.4%				
Nielsen Finance LLC, USD Term Loan E (Cost - \$971,895)	2.907%	5/2/16	971,895	974,411 ^{(d)(e)}
SOVEREIGN BONDS - 1.7%				
Colombia - 0.4%				
Republic of Colombia, Senior Bonds	5.625%	2/26/44	941,000	965,936
Russia - 0.8%				
RSHB Capital, Loan Participation Notes, Senior Notes	9.000%	6/11/14	1,000,000	1,021,100 ^(a)
Russian Foreign Bond - Eurobond, Senior Bonds	7.500%	3/31/30	715,000	830,830 ^(a)
<i>Total Russia</i>				1,851,930
Turkey - 0.5%				
Republic of Turkey, Notes	4.875%	4/16/43	1,040,000	848,640

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

February 28, 2014

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Turkey - continued				
Republic of Turkey, Senior Bonds	5.750%	3/22/24	\$ 400,000	\$ 410,000
<i>Total Turkey</i>				<i>1,258,640</i>
TOTAL SOVEREIGN BONDS				
(Cost - \$4,024,703)				4,076,506
U.S. GOVERNMENT & AGENCY OBLIGATIONS - 1.4%				
U.S. Government Obligations - 1.4%				
U.S. Treasury Bonds	3.750%	11/15/43	310,000	319,252
U.S. Treasury Notes	1.500%	1/31/19	20,000	20,009
U.S. Treasury Notes	2.750%	11/15/23	730,000	737,614
U.S. Treasury Notes	2.750%	2/15/24	2,100,000	2,116,735
TOTAL U.S. GOVERNMENT & AGENCY OBLIGATIONS				
(Cost - \$3,168,183)				3,193,610
SHARES				
COMMON STOCKS - 1.1%				
FINANCIALS - 1.1%				
Commercial Banks - 1.1%				
Citigroup Inc. (Cost - \$2,646,769)			52,698	2,562,704
PREFERRED STOCKS - 2.2%				
FINANCIALS - 2.2%				
Capital Markets - 0.3%				
State Street Corp.	5.900%		22,230	564,642 ^(b)
Commercial Banks - 0.5%				
M&T Bank Corp.	6.375%		1,000	995,000
U.S. Bancorp	5.150%		7,285	160,051
<i>Total Commercial Banks</i>				<i>1,155,051</i>
Consumer Finance - 1.2%				
GMAC Capital Trust I	8.125%		105,800	2,872,470 ^(b)
Diversified Financial Services - 0.2%				
Citigroup Capital XIII	7.875%		17,525	481,938 ^(b)
TOTAL PREFERRED STOCKS				
(Cost - \$4,730,908)				5,074,101

Explanation of Responses:

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TOTAL INVESTMENTS - 98.3%

(Cost - \$204,023,753#)

228,886,526

Other Assets in Excess of Liabilities - 1.7%

3,897,923

TOTAL NET ASSETS - 100.0%

\$ 232,784,449

- (a) Security is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. This security has been deemed liquid pursuant to guidelines approved by the Board of Directors, unless otherwise noted.
- (b) Variable rate security. Interest rate disclosed is as of the most recent information available.
- (c) Security has no maturity date. The date shown represents the next call date.
- (d) Interest rates disclosed represent the effective rates on senior loans. Ranges in interest rates are attributable to multiple contracts under the same loan.
- (e) Senior loans may be considered restricted in that the Fund ordinarily is contractually obligated to receive approval from the agent bank and/or borrower prior to the disposition of a senior loan.

Aggregate cost for federal income tax purposes is substantially the same.

Abbreviation used in this schedule:

GO General Obligation

See Notes to Schedule of Investments.

Notes to Schedule of Investments (unaudited)**1. Organization and significant accounting policies**

Western Asset Investment Grade Defined Opportunity Trust Inc. (the Fund) was incorporated in Maryland on April 24, 2009 and is registered as a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Fund's primary investment objective is to provide current income and then to liquidate and distribute substantially all of the Fund's net assets to stockholders on or about December 2, 2024. As a secondary investment objective, the Fund will seek capital appreciation. There can be no assurance the Fund will achieve its investment objectives.

The following are significant accounting policies consistently followed by the Fund and are in conformity with U.S. generally accepted accounting principles (GAAP).

(a) Investment valuation. The valuations for fixed income securities (which may include, but are not limited to, corporate, government, municipal, mortgage-backed, collateralized mortgage obligations and asset-backed securities) and certain derivative instruments are typically the prices supplied by independent third party pricing services, which may use market prices or broker/dealer quotations or a variety of valuation techniques and methodologies. The independent third party pricing services use inputs that are observable such as issuer details, interest rates, yield curves, prepayment speeds, credit risks/spreads, default rates and quoted prices for similar securities. Short-term fixed income securities that will mature in 60 days or less are valued at amortized cost, unless it is determined that using this method would not reflect an investment's fair value. Futures contracts are valued daily at the settlement price established by the board of trade or exchange on which they are traded. Equity securities for which market quotations are available are valued at the last reported sales price or official closing price on the primary market or exchange on which they trade. When the Fund holds securities or other assets that are denominated in a foreign currency, the Fund will normally use the currency exchange rates as of 4:00 p.m. (Eastern Time). If independent third party pricing services are unable to supply prices for a portfolio investment, or if the prices supplied are deemed by the manager to be unreliable, the market price may be determined by the manager using quotations from one or more broker/dealers or at the transaction price if the security has recently been purchased and no value has yet been obtained from a pricing service or pricing broker. When reliable prices are not readily available, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded, but before the Fund calculates its net asset value, the Fund values these securities as determined in accordance with procedures approved by the Fund's Board of Directors.

The Board of Directors is responsible for the valuation process and has delegated the supervision of the daily valuation process to the Legg Mason North American Fund Valuation Committee (the Valuation Committee). The Valuation Committee, pursuant to the policies adopted by the Board of Directors, is responsible for making fair value determinations, evaluating the effectiveness of the Fund's pricing policies, and reporting to the Board of Directors. When determining the reliability of third party pricing information for investments owned by the Fund, the Valuation Committee, among other things, conducts due diligence reviews of pricing vendors, monitors the daily change in prices and reviews transactions among market participants.

The Valuation Committee will consider pricing methodologies it deems relevant and appropriate when making fair value determinations. Examples of possible methodologies include, but are not limited to, multiple of earnings; discount from market of a similar freely traded security; discounted cash-flow analysis; book value or a multiple thereof; risk premium/yield analysis; yield to maturity; and/or fundamental investment analysis. The Valuation Committee will also consider factors it deems relevant and appropriate in light of the facts and circumstances. Examples of possible factors include, but are not limited to, the type of security; the issuer's financial statements; the purchase price of the security; the discount from market value of unrestricted securities of the same class at the time of purchase; analysts' research and observations from financial institutions; information regarding any transactions or offers with respect to the security; the existence of merger proposals or tender offers affecting the security; the price and extent of public trading in similar securities of the issuer or comparable companies; and the existence of a shelf registration for restricted securities.

For each portfolio security that has been fair valued pursuant to the policies adopted by the Board of Directors, the fair value price is compared against the last available and next available market quotations. The Valuation Committee reviews the results of such back testing monthly and fair valuation occurrences are reported to the Board of Directors quarterly.

The Fund uses valuation techniques to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

Notes to Schedule of Investments (unaudited) (continued)

GAAP establishes a disclosure hierarchy that categorizes the inputs to valuation techniques used to value assets and liabilities at measurement date. These inputs are summarized in the three broad levels listed below:

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)
The inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used in valuing the Fund's assets and liabilities carried at fair value:

DESCRIPTION	ASSETS			TOTAL
	QUOTED PRICES (LEVEL 1)	OTHER SIGNIFICANT OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	
Long-term investments :				
Corporate bonds & notes		\$ 211,323,856		\$ 211,323,856
Municipal bonds		1,681,338		1,681,338
Senior loans		974,411		974,411
Sovereign bonds		4,076,506		4,076,506
U.S. government & agency obligations		3,193,610		3,193,610
Common stocks	\$ 2,562,704			2,562,704
Preferred stocks	5,074,101			5,074,101
Total investments	\$ 7,636,805	\$ 221,249,721		\$ 228,886,526
Other financial instruments:				
Futures contracts	\$ 44,606			\$ 44,606
Total	\$ 7,681,411	\$ 221,249,721		\$ 228,931,132

DESCRIPTION	LIABILITIES			TOTAL
	QUOTED PRICES (LEVEL 1)	OTHER SIGNIFICANT OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	
Other financial instruments:				
Futures contracts	\$ 166,520			\$ 166,520
Forward foreign currency contracts		\$ 35,412		35,412
OTC credit default swaps on corporate issues - buy protection		60,914		60,914

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Total	\$	166,520	\$	96,326	\$	262,846
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See Schedule of Investments for additional detailed categorizations.

Values include any premiums paid or received with respect to swap contracts.

(b) Repurchase agreements. The Fund may enter into repurchase agreements with institutions that its investment adviser has determined are creditworthy. Each repurchase agreement is recorded at cost. Under the terms of a typical repurchase agreement, the Fund acquires a debt security subject to an obligation of the seller to repurchase, and of the Fund to resell, the security at an agreed-upon price and time, thereby determining the yield during the Fund's holding period. When entering into repurchase agreements, it is the Fund's policy that its custodian or a third party custodian, acting on the Fund's behalf, take possession of the underlying collateral securities, the market value of which, at all times, at least equals the principal amount of the repurchase transaction, including accrued interest. To the extent that any repurchase transaction maturity exceeds one business day, the value of the collateral is marked-to-market and measured against the value of the agreement in an effort to ensure the adequacy of the collateral. If the counterparty defaults, the Fund generally has the right to use the collateral to satisfy the terms of the repurchase transaction. However, if the market value of the collateral declines during the period in which the Fund seeks to assert its rights or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited.

(c) Futures contracts. The Fund uses futures contracts generally to gain exposure to, or hedge against, changes in interest rates or gain exposure to, or hedge against, changes in certain asset classes. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

Notes to Schedule of Investments (unaudited) (continued)

Upon entering into a futures contract, the Fund is required to deposit cash or cash equivalents with a broker in an amount equal to a certain percentage of the contract amount. This is known as the initial margin and subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuation in the value of the contract. For certain futures, including foreign denominated futures, variation margin is not settled daily, but is recorded as a net variation margin payable or receivable. Futures contracts are valued daily at the settlement price established by the board of trade or exchange on which they are traded.

Futures contracts involve, to varying degrees, risk of loss. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market.

(d) Forward foreign currency contracts. The Fund enters into forward foreign currency contracts to hedge against, or manage exposure to, foreign issuers or markets. The Fund may also enter into a forward foreign currency contract to hedge against foreign currency exchange rate risk on its non-U.S. dollar denominated securities or to facilitate settlement of a foreign currency denominated portfolio transaction. A forward foreign currency contract is an agreement between two parties to buy and sell a currency at a set price with delivery and settlement at a future date. The contract is marked-to-market daily and the change in value is recorded by the Fund as an unrealized gain or loss. When a forward foreign currency contract is closed, through either delivery or offset by entering into another forward foreign currency contract, the Fund recognizes a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value of the contract at the time it is closed.

When entering into a forward foreign currency contract, the Fund bears the risk of an unfavorable change in the foreign exchange rate underlying the forward foreign currency contract. Risks may also arise upon entering into these contracts from the potential inability of the counterparties to meet the terms of their contracts.

(e) Foreign currency translation. Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the respective dates of such transactions.

Foreign security and currency transactions may involve certain considerations and risks not typically associated with those of U.S. dollar denominated transactions as a result of, among other factors, the possibility of lower levels of governmental supervision and regulation of foreign securities markets and the possibility of political or economic instability.

(f) Swap agreements. The Fund invests in swaps for the purpose of managing its exposure to interest rate, credit or market risk, or for other purposes, including to increase the Fund's return. The use of swaps involves risks that are different from those associated with other portfolio transactions. Swap agreements are privately negotiated in the over-the-counter market (OTC Swaps) or may be executed on a registered exchange (Centrally Cleared Swaps). Unlike Centrally Cleared Swaps, the Fund has credit exposure to the counterparties of OTC Swaps.

Swap contracts are marked-to-market daily and changes in value are recorded as unrealized appreciation (depreciation). The daily change in valuation of Centrally Cleared Swaps, if any, is recorded as a receivable or payable for variation margin. Gains or losses are realized upon termination of the swap agreement. Collateral, in the form of restricted cash or securities, may be required to be held in segregated accounts with the Fund's custodian in compliance with the terms of the swap contracts. Securities posted as collateral for swap contracts are identified in the Schedule of Investments.

The Fund's maximum exposure in the event of a defined credit event on a credit default swap to sell protection is the notional amount. As of February 28, 2014, the Fund did not hold any credit default swaps to sell protection.

For average notional amounts of swaps held during the period ended February 28, 2014, see Note 3.

Credit default swaps

The Fund enters into credit default swap (CDS) contracts for investment purposes, to manage its credit risk or to add leverage. CDS agreements involve one party making a stream of payments to another party in exchange for the right to receive a specified return in the event of a default by a third party, typically corporate or sovereign issuers, on a specified obligation, or in the event of a write-down, principal shortfall, interest shortfall or default of all or part of the referenced entities comprising a credit index. The Fund may use a CDS to provide protection against defaults of the issuers (i.e., to reduce risk where the Fund has exposure to an issuer) or to take an active long or short position with respect to the

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likelihood of a particular issuer's default. As a seller of protection, the Fund generally receives an upfront payment or a stream of payments throughout the term of the swap provided that there is no credit event. If the Fund is a seller of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the maximum potential amount of future payments (undiscounted) that the Fund could be required to make under a credit default swap agreement would be an amount equal to the notional amount of the agreement. These amounts of potential payments will be partially offset by any recovery of values from the respective referenced obligations. As a seller of protection, the Fund effectively adds leverage to its portfolio because, in addition to its total net assets, the Fund is subject to investment exposure on the notional amount of the swap. As a buyer of protection, the Fund generally receives an amount up to the notional value of the swap if a credit event occurs.

Notes to Schedule of Investments (unaudited) (continued)

Implied spreads are the theoretical prices a lender receives for credit default protection. When spreads rise, market perceived credit risk rises and when spreads fall, market perceived credit risk falls. The implied credit spread of a particular referenced entity reflects the cost of buying/selling protection and may include upfront payments required to enter into the agreement. Wider credit spreads and decreasing market values, when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement. Credit spreads utilized in determining the period end market value of credit default swap agreements on corporate or sovereign issues are disclosed in the Notes to the Schedule of Investments and serve as an indicator of the current status of the payment/performance risk and represent the likelihood or risk of default for credit derivatives. For credit default swap agreements on asset-backed securities and credit indices, the quoted market prices and resulting values, particularly in relation to the notional amount of the contract as well as the annual payment rate, serve as an indication of the current status of the payment/performance risk.

The Fund's maximum risk of loss from counterparty risk, as the protection buyer, is the fair value of the contract (this risk is mitigated by the posting of collateral by the counterparty to the Fund to cover the Fund's exposure to the counterparty). As the protection seller, the Fund's maximum risk is the notional amount of the contract. Credit default swaps are considered to have credit risk-related contingent features since they require payment by the protection seller to the protection buyer upon the occurrence of a defined credit event.

Entering into a CDS agreement involves, to varying degrees, elements of credit, market and documentation risk. Such risks involve the possibility that there will be no liquid market for these agreements, that the counterparty to the agreement may default on its obligation to perform or disagree as to the meaning of the contractual terms in the agreement, and that there will be unfavorable changes in net interest rates.

(g) Loan participations. The Fund may invest in loans arranged through private negotiation between one or more financial institutions. The Fund's investment in any such loan may be in the form of a participation in or an assignment of the loan. In connection with purchasing participations, the Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement related to the loan, or any rights of off-set against the borrower and the Fund may not benefit directly from any collateral supporting the loan in which it has purchased the participation.

The Fund assumes the credit risk of the borrower, the lender that is selling the participation and any other persons interpositioned between the Fund and the borrower. In the event of the insolvency of the lender selling the participation, the Fund may be treated as a general creditor of the lender and may not benefit from any off-set between the lender and the borrower.

(h) Credit and market risk. The Fund invests in high-yield instruments that are subject to certain credit and market risks. The yields of high-yield obligations reflect, among other things, perceived credit and market risks. The Fund's investments in securities rated below investment grade typically involve risks not associated with higher rated securities including, among others, greater risk related to timely and ultimate payment of interest and principal, greater market price volatility and less liquid secondary market trading.

(i) Foreign investment risks. The Fund's investments in foreign securities may involve risks not present in domestic investments. Since securities may be denominated in foreign currencies, may require settlement in foreign currencies or pay interest or dividends in foreign currencies, changes in the relationship of these foreign currencies to the U.S. dollar can significantly affect the value of the investments and earnings of the Fund. Foreign investments may also subject the Fund to foreign government exchange restrictions, expropriation, taxation or other political, social or economic developments, all of which affect the market and/or credit risk of the investments.

(j) Counterparty risk and credit-risk-related contingent features of derivative instruments. The Fund may invest in certain securities or engage in other transactions, where the Fund is exposed to counterparty credit risk in addition to broader market risks. The Fund may invest in securities of issuers, which may also be considered counterparties as trading partners in other transactions. This may increase the risk of loss in the event of default or bankruptcy by the counterparty or if the counterparty otherwise fails to meet its contractual obligations. The Fund's investment manager attempts to mitigate counterparty risk by (i) periodically assessing the creditworthiness of its trading partners, (ii) monitoring and/or limiting the amount of its net exposure to each individual counterparty based on its assessment and (iii) requiring collateral from the counterparty for certain transactions. Market events and changes in overall economic conditions may impact the assessment of such counterparty risk by the investment manager. In addition, declines in the values of underlying collateral received may expose the Fund to increased risk of loss.

Notes to Schedule of Investments (unaudited) (continued)

The Fund has entered into master agreements with certain of its derivative counterparties that provide for general obligations, representations, agreements, collateral, events of default or termination and credit related contingent features. The credit related contingent features include, but are not limited to, a percentage decrease in the Fund's net assets or NAV over a specified period of time. If these credit related contingent features were triggered, the derivatives counterparty could terminate the positions and demand payment or require additional collateral.

Collateral requirements differ by type of derivative. Collateral or margin requirements are set by the broker or exchange clearing house for exchange traded derivatives while collateral terms are contract specific for over-the-counter traded derivatives. Securities pledged as collateral, if any, to cover the obligations of the Fund under derivative contracts, are noted in the Schedule of Investments.

As of February 28, 2014, the Fund held forward foreign currency contracts and OTC credit default swaps with credit related contingent features which had a liability position of \$96,326. If a contingent feature in the master agreements would have been triggered, the Fund would have been required to pay this amount to its derivatives counterparties.

(k) Security transactions. Security transactions are accounted for on a trade date basis.

2. Investments

At February 28, 2014, the aggregate gross unrealized appreciation and depreciation of investments for federal income tax purposes were substantially as follows:

Gross unrealized appreciation	\$ 25,756,089
Gross unrealized depreciation	(893,316)
Net unrealized appreciation	\$ 24,862,773

At February 28, 2014, the Fund had the following open futures contracts:

	Number of Contracts	Expiration Date	Basis Value	Market Value	Unrealized Gain (Loss)
Contracts to Buy:					
U.S. Treasury 2-Year Notes	3	6/14	\$ 659,541	\$ 659,625	\$ 84
U.S. Treasury 5-Year Notes	56	6/14	6,700,487	6,712,125	11,638
U.S. Treasury Ultra Long-Term Bond	14	6/14	1,977,428	2,010,312	32,884
					44,606
Contracts to Sell:					
U.S. Treasury 10-Year Notes	233	6/14	28,897,696	29,015,781	(118,085)
U.S. Treasury Long-Term Bonds	28	6/14	3,677,315	3,725,750	(48,435)
					(166,520)
Net unrealized loss on open futures contracts					\$ (121,914)

At February 28, 2014, the Fund had the following open forward foreign currency contracts:

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Foreign Currency	Counterparty	Local Currency	Market Value	Settlement Date	Unrealized Loss
Contracts to Buy:					
Japanese Yen	Citibank N.A.	119,000,000	\$ 1,169,560	4/16/14	\$ (7,120)
Contracts to Sell:					
Japanese Yen	Citibank N.A.	119,000,000	1,169,560	4/16/14	(28,292)
Net unrealized loss on open forward foreign currency contracts					\$ (35,412)

Notes to Schedule of Investments (unaudited) (continued)

At February 28, 2014, the Fund held the following open swap contracts:

SWAP COUNTERPARTY (REFERENCE ENTITY)	OTC CREDIT DEFAULT SWAPS ON CORPORATE ISSUES - BUY PROTECTION ¹						
	NOTIONAL AMOUNT ²	TERMINATION DATE	IMPLIED CREDIT SPREAD AT FEBRUARY 28, 2014 ³	PERIODIC PAYMENTS MADE BY THE FUND	MARKET VALUE	UPFRONT PREMIUMS PAID (RECEIVED)	UNREALIZED APPRECIATION (DEPRECIATION)
Goldman Sachs Group Inc. (Energy Transfer Partners LP, 5.950%, due 2/1/15)	\$ 550,000	12/20/18	0.896%	1.000% quarterly	\$ (2,668)	\$ 2,481	\$ (5,149)
Goldman Sachs Group Inc. (Kinder Morgan Energy Partners LP, 3.950%, due 9/1/22)	1,100,000	12/20/18	0.821%	1.000% quarterly	(9,177)	(9,540)	363
Goldman Sachs Group Inc. (E.I. du Pont de Nemours & Co., 5.250%, due 12/15/16)	780,000	3/20/19	0.359%	1.000% quarterly	(24,724)	(22,452)	(2,272)
Goldman Sachs Group Inc. (PPG Industries Inc., 6.650%, due 3/15/18)	856,423	3/20/19	0.424%	1.000% quarterly	(24,345)	(22,977)	(1,368)
Total	\$ 3,286,423				\$ (60,914)	\$ (52,488)	\$ (8,426)

¹ If the Fund is a buyer of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Fund will either (i) receive from the seller of protection an amount equal to the notional amount of the swap and deliver the referenced obligation or the underlying securities comprising the referenced index or (ii) receive a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or the underlying securities comprising the referenced index.

² The maximum potential amount the Fund could be required to pay as a seller of credit protection or receive as a buyer of credit protection if a credit event occurs as defined under the terms of that particular swap agreement.

³ Implied credit spreads, utilized in determining the market value of credit default swap agreements on corporate issues or sovereign issues of an emerging country as of period end serve as an indicator of the current status of the payment/performance risk and represent the likelihood or risk of default for the credit derivative. The implied credit spread of a particular referenced entity reflects the cost of buying/selling protection and may include upfront payments required to be made to enter into the agreement. Wider credit spreads represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement. A credit spread identified as "Defaulted" indicates a credit event has occurred for the referenced entity or obligation.

Percentage shown is an annual percentage rate.

3. Derivative instruments and hedging activities

GAAP requires enhanced disclosure about an entity's derivative and hedging activities.

The following is a summary of the Fund's derivative instruments categorized by risk exposure at February 28, 2014.

Explanation of Responses:

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Primary Underlying Risk	Futures Contracts		Forward Foreign Currency Contracts	Swap Contracts, at value	Total
	Unrealized Appreciation	Unrealized Depreciation	Unrealized Depreciation		
Interest Rate Risk	\$ 44,606	\$ (166,520)			\$ (121,914)
Foreign Exchange Risk			\$ (35,412)		(35,412)
Credit Risk				\$ (60,914)	(60,914)
Total	\$ 44,606	\$ (166,520)	\$ (35,412)	\$ (60,914)	\$ (218,240)

During the period ended February 28, 2014, the volume of derivative activity for the Fund was as follows:

	Average Market Value
Futures contracts (to buy)	\$ 9,739,500
Futures contracts (to sell)	32,322,090
Forward foreign currency contracts (to buy)	1,068,743
Forward foreign currency contracts (to sell)	2,731,386
	Average Notional Balance
Credit default swap contracts (to buy protection)	\$ 2,468,212
Credit default swap contracts (to sell protection)	450,000

At February 28, 2014, there were no open positions held in this derivative.

ITEM 2. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934.

- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the registrant's last fiscal quarter that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

Certifications pursuant to Rule 30a-2(a) under the Investment Company Act of 1940, as amended, are attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Western Asset Investment Grade Defined Opportunity Trust Inc.

By: /s/ **KENNETH D. FULLER**
Kenneth D. Fuller
Chief Executive Officer

Date: April 25, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ **KENNETH D. FULLER**
Kenneth D. Fuller
Chief Executive Officer

Date: April 25, 2014

By: /s/ **RICHARD F. SENNETT**
Richard F. Sennett
Principal Financial Officer

Date: April 25, 2014