

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of The Black & Decker Corporation to Withdraw its Common Stock, \$.50 par value, from Listing and Registration on the Pacific Exchange, Inc. File No. 1-01553

September 21, 2005

On August 26, 2005, The Black & Decker Corporation, a Maryland corporation, ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.50 par value ("Security"), from listing and registration on the Pacific Exchange, Inc. ("PCX").

On July 21, 2005, the Board of Directors ("Board") of the Issuer approved a resolution to withdraw the Security from listing and registration on PCX. The Issuer stated that the following reasons factored into the Board's decision to withdraw the Security from PCX: (i) the Issuer has maintained a dual listing of the Security on the New York Stock Exchange ("NYSE") and PCX since February 15, 1985; (ii) the primary exchange for trading the Security is NYSE; (iii) a de minimus amount of the Security is traded on PCX; (iv) at the time of the Issuer's initial listing on PCX, a regional exchange listing was thought to provide added liquidity to a nationally-traded stock because some investors traded only on regional exchanges; (v) since that time, however, advances in electronic trading platforms have essentially created a single domestic trading platform and eliminated the benefit of dual listings on regional exchanges; and (vi) listing on a regional exchange no longer provides any additional value, and delisting from PCX will save costs by eliminating fees associated with the listing and reduce reporting activities.

¹ 15 U.S.C. 78I(d).

² 17 CFR 240.12d2-2(d).

The Issuer stated in its application that it has complied with applicable rules of PCX by providing PCX with the required documents governing the withdrawal of securities from listing and registration on PCX.

The Issuer's application relates solely to the withdrawal of the Security from listing on PCX, and shall not affect its continued listing on NYSE or its obligation to be registered under Section 12(b) of the Act.³

Any interested person may, on or before October 11, 2005, comment on the facts bearing upon whether the application has been made in accordance with the rules of PCX, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-01553 or;

Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-9303.

All submissions should refer to File Number 1-01553. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will

³ 15 U.S.C. 781(b).

be posted without change; we do not edit personal identifying information from submissions.

You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁴

Jonathan G. Katz
Secretary

⁴ 17 CFR 200.30-3(a)(1).