

ROGERS MICHAEL F  
Form 4  
February 17, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
ROGERS MICHAEL F

(Last) (First) (Middle)

STATE STREET CORPORATION, ONE LINCOLN STREET

(Street)

BOSTON, MA 02111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STATE STREET CORP [STT]

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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

**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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2012		F	(1) 1,835 D \$ 39.52	889,974	D	
Common Stock	02/16/2012		A	(2) 80,890 A \$ 0	970,864	D	
Common Stock	02/16/2012		A	(3) 4,956 A \$ 0	975,820	D	
Common Stock	02/16/2012		A	(4) 1,541 A \$ 0	977,361	D	
Common Stock	02/16/2012		F	(5) 489 D \$ 40.36	976,872	D	

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Common Stock	02/16/2012	A	70,930 (6)	A	\$ 0	1,047,802	D	
Common Stock	02/16/2012	F	5,639 (7)	D	\$ 40.36	1,042,163 (8)	D	
Common Stock						202,500 (9)	I	By a Trust
Common Stock						17,207 (9)	I	By a Trust

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

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(9-02)

**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 Beneficially Owned Following Transaction (Instr. 6)
				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
ROGERS MICHAEL F STATE STREET CORPORATION ONE LINCOLN STREET BOSTON, MA 02111			Executive Vice President	

## Signatures

/s/ Shannon C. Stanley,  
Attorney-in-fact

02/17/2012

\_\_Signature of Reporting Person

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) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of previously awarded restricted stock.
- (2) Restricted stock award granted pursuant to State Street Corporation 2006 Equity Incentive Plan.
- (3) Restricted stock units granted pursuant to State Street Corporation 2006 Equity Incentive Plan under supplemental retirement plan.
- (4) Settlement of a performance award granted on February 25, 2010 as part of 2009 compensation.
- (5) These shares were withheld to satisfy tax withholding obligations in connection with the settlement of a performance award granted on February 25, 2010 as part of 2009 compensation.
- (6) Settlement of a performance award granted on February 24, 2011 as part of 2010 compensation. Such settlement is in the form of a restricted time-vested stock award.
- (7) These shares were withheld to satisfy tax withholding obligations in connection with the settlement of a performance award granted on February 24, 2011 as part of 2010 compensation.
- (8) The balance reflects the amount of shares beneficially owned, including shares received due to dividend reinvestment, as of the date of this report.
- (9) By a trust. The reporting person continues to report beneficial ownership of STT common stock held by the trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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