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STATE STREET CORP

Form 5

January 22, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

- ( ) Form 3 Holdings Reported
- ( ) Form 4 Transactions Reported

1. Name and Address of Reporting Person

Towers, John R.  
 State Street Corporation  
 225 Franklin Street  
 Boston, MA 02110

2. Issuer Name and Ticker or Trading Symbol

State Street Corporation  
 STT

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)

Vice Chairman and Chief Administrative Officer

7. Individual or Joint/Group Reporting (Check Applicable Line)

- (X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call or Other Feature of Underlying Securities
Employee Stock Option (right to buy)	51.975	12/20/01	A(1)	161,000	12/20/02 - 12/19/11	Common Stock	161,000

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						12/20			
						/04			
Employee Stock Option (right to buy)	9.8125					9/14/99	9/14/04	Common Stock	20,000 (2)
Employee Stock Option (right to buy)	13.2031					6/19/01	6/19/06	Common Stock	20,000 (2)
Employee Stock Option (right to buy)	18.3125					12/19/97-	2/19/07	Common Stock	34,000 (2)
						12/19/99			
Employee Stock Option (right to buy)	28.125					12/18/98-	12/17/07	Common Stock	20,000 (2)
						12/18/00			
Employee Stock Option (right to buy)	26.2188					9/17/01-	9/16/08	Common Stock	30,000 (2)
						9/17/03			
Employee Stock Option (right to buy)	33.7188					12/17/99-	12/16/08	Common Stock	76,066 (2)
						12/17/01			
Employee Stock Option (right to buy)	34.6407					12/16/00-	12/15/09	Common Stock	69,800 (2)
						12/16/02			
Employee Stock Option (right to buy)	60.7375					12/21/01-	12/20/10	Common Stock	88,600 (2)
						12/21/03			

Explanation of Responses:

(1) Employee stock option granted pursuant to State Street Corporation 1997 Equity Incentive Plan exercisable in 33 1/3% installments over a three-year period commencing December 20, 2002.

SIGNATURE OF REPORTING PERSON

/s/John R. Towers

DATE

1/8/02