

Malerba James J
Form 4
February 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
Malerba James J

(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)
EVP, Corporate Controller, CAO

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 or (D) Price | | |
| Common Stock | 02/15/2012 | | F | | 3,174 (1) \$ 39.52 | D | |
| Common Stock | 02/16/2012 | | A | | 30,492 (2) \$ 0 | D | |
| Common Stock | 02/16/2012 | | A | | 868 (3) \$ 0 | D | |
| Common Stock | 02/16/2012 | | F | | 276 (4) \$ 40.36 | D | |
| Common Stock | 02/16/2012 | | A | | 9,804 (5) \$ 0 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------------------|---|----------|-----------------------|---|--------------|
| Common Stock | 02/16/2012 | F | 777 ⁽⁶⁾ | D | \$ 40.36 | 68,581 ⁽⁷⁾ | D | |
| Common Stock | | | | | | 230 ⁽⁸⁾ | I | 401 (k) Plan |

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

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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 Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Malerba James J STATE STREET CORPORATION ONE LINCOLN STREET BOSTON, MA 02111 | | | EVP, Corporate Controller, CAO | |

Signatures

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 and deferred stock.

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- (2) Restricted stock award granted pursuant to State Street Corporation 2006 Equity Incentive Plan.
- (3) Settlement of a performance award granted on February 25, 2010 as part of 2009 compensation.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) The balance reflects the amount of shares beneficially owned, including shares received due to dividend reinvestment, as of the date of this report.

- The reporting person indirectly beneficially owns 230 shares of State Street common stock under State Street's 401(k) plan, based on a
- (8) plan statement dated as of January 31, 2012. The plan accounts for interest in units consisting of shares of State Street common stock and a small amount of cash. As a result, the number of underlying shares may fluctuate from time to time.

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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