

CUTRELL CHARLES C III
 Form 4
 March 04, 2005

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 *
CUTRELL CHARLES C III

(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)
03/02/2005

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, General Counsel & Sec.

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/02/2005		A ⁽¹⁾	1,863 A \$ 44.53	9,704	D	
Common Stock					1,538	I	401(k) Plan ⁽²⁾

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)	Amount or Number of Shares
Common Stock	\$ 44.53	03/02/2005		A ⁽³⁾	42,400	⁽⁴⁾ 03/01/2015	Common Stock	42,400
Cash only Right	\$ 0 ⁽⁶⁾	02/01/2005 ⁽⁵⁾		A ⁽⁵⁾	0	⁽⁵⁾ ⁽⁵⁾	Common Stock	1,653

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUTRELL CHARLES C III STATE STREET CORPORATION ONE LINCOLN STREET BOSTON, MA 02111			EVP, General Counsel & Sec.	

Signatures

/s/ Richard P. Jacobson, 03/04/2005
Attorney-in-fact

**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) Deferred stock award granted pursuant to State Street Corporation 1997 Equity Incentive Plan.
The reporting person indirectly beneficially owns 1,538 shares of State Street common stock through State Street Corporation's 401(k) plan, as of February 1, 2005. The plan accounts for interest in units of shares and a small amount of cash. As a result the number of underlying shares may fluctuate from time to time.
- (3) Employee Stock option grant pursuant to State Street Corporation 1997 Equity Incentive Plan.
- (4) Options become exercisable in 25% installments over a four-year period commencing on March 2, 2006.
These rights, which represent the right to receive cash in an amount equal to the fair market value of the underlying common stock, had previously been reported in Table 1. They are held under State Street Corporation's 401(k) Restoration and Voluntary Deferral Plan, as of February 1, 2005, and will be settled upon reporting person's retirement.
- (6) 1-for-1

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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