

ROGERS MICHAEL F

Form 4

February 25, 2013

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
02/21/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(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 (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 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)
Common Stock	02/21/2013		A	Amount (1) 54,084	(A) or (D) A \$ 0	852,124	D
Common Stock	02/21/2013		A	Amount (2) 3,566	A \$ 0	855,690	D
Common Stock	02/21/2013		A	Amount (3) 1,496	A \$ 0	857,186	D
Common Stock	02/21/2013		F	707 (4)	D \$ 56.09	856,479	D
Common Stock	02/21/2013		A	Amount (5) 80,890	A \$ 0	937,369	D

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Common Stock	02/21/2013	F	9,545 (6)	D	\$ 56.09	927,824 (7)	D	
Common Stock						102,000 (8)	I	By a Trust
Common Stock						300,000 (8)	I	By a Trust

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
ROGERS MICHAEL F STATE STREET CORPORATION ONE LINCOLN STREET BOSTON, MA 02111	Director 10% Owner Officer Other Executive Vice President

Signatures

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

02/25/2013

__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) Restricted stock award granted pursuant to State Street Corporation 2006 Equity Incentive Plan.
- (2) Restricted stock units granted pursuant to State Street Corporation 2006 Equity Incentive Plan under supplemental retirement 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 16, 2012 as part of 2011 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 16, 2012 as part of 2011 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.
- (8) 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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