

Phalen James S
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 *
Phalen James S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Last) (First) (Middle)
STATE STREET CORPORATION, ONE LINCOLN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2012

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

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

BOSTON, MA 02111

(City) (State) (Zip)

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 Price | | |
| Common Stock | 02/16/2012 | | A | | 81,949 ⁽¹⁾ | A | \$ 0 237,842 D |
| Common Stock | 02/16/2012 | | A | | 4,956 ⁽²⁾ | A | \$ 0 242,798 D |
| Common Stock | 02/16/2012 | | A | | 15,182 ⁽³⁾ | A | \$ 0 257,980 D |
| Common Stock | 02/16/2012 | | F | | 4,837 ⁽⁴⁾ | D | \$ 40.36 253,143 D |
| Common Stock | 02/16/2012 | | A | | 124,019 ⁽⁵⁾ | A | \$ 0 377,162 D |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|----------|-------------|---|--------------|
| Common Stock | 02/16/2012 | F | 11,970 (6) | D | \$ 40.36 | 365,192 (7) | D | |
| Common Stock | | | | | | 827 (8) | I | 401 (k) Plan |
| Common Stock | | | | | | 47,808 (9) | I | By a trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Phalen James S 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) 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 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 827 shares of State Street common stock under State Street's 401(k) plan, based on a 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.
- (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.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.