

STATE STREET CORP
Form 8-A12B/A
October 20, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A/A

(AMENDMENT NO. 4)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

STATE STREET CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Massachusetts
(State of Incorporation or Organization)

04-2456637
(I.R.S. Employer Identification No.)

One Lincoln Street
Boston, Massachusetts
(Address of Principal Executive Offices)

02111
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

Common Stock, \$1 Par Value
Preferred Share Purchase Rights

**Name of each exchange on which
each class to be so registered**

Boston Stock Exchange
New York Stock Exchange
Archipelago Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates (if applicable): Not applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

State Street Corporation (the Company) hereby supplements Item 1 to reflect the following developments with respect to its Preferred Share Purchase Rights:

On October 19, 2006, the Board of Directors of the Company amended the Amended and Restated Rights Agreement dated as of September 15, 1988, as amended as of September 20, 1990, as amended and restated as of June 18, 1998, and as amended as of April 5, 2004 (the Rights Agreement), between the Company and Computershare Trust Company, N.A. (as successor to BankBoston, N.A.), as Rights Agent, to change the Final Expiration Date of the Rights issued under the Rights Agreement from September 15, 2008 to October 20, 2006. As a result of such amendment, the Rights expired and the Rights Agreement effectively terminated as of October 20, 2006.

The foregoing summary of the amendment to the Rights Agreement is qualified in its entirety by reference to the full text of the amendment, which is filed as Exhibit 1 hereto, and the full text of the Rights Agreement prior to the amendment, which is filed as Exhibit 1 to Amendment No. 3 to the Company's Form 8-A/A as filed with the Securities and Exchange Commission on April 6, 2004, each of which is incorporated herein by reference.

Item 2. Exhibits.

Exhibit

No.	Description
1	Amendment to Amended and Restated Rights Agreement, dated as of October 19, 2006, between State Street Corporation and Computershare Trust Company, N.A. (as successor to BankBoston, N.A.).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

STATE STREET CORPORATION

Date: October 20, 2006

By: */s/ Pamela D. Gormley*
Name: Pamela D. Gormley
Title: Executive Vice President and Corporate Controller

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EXHIBIT INDEX

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