

Phalen James S
Form 4
October 19, 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)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2012

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

(Street)
BOSTON, MA 02111

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

(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 (A) or (D) Price			
Common Stock	10/17/2012		M ⁽¹⁾	9,800 A \$ 40.22	393,484 ⁽³⁾	D	
Common Stock	10/17/2012		S	9,800 D \$ 44.58 ⁽²⁾	383,684 ⁽³⁾	D	
Common Stock					840 ⁽⁴⁾	I	401 (k) Plan
Common Stock					29,477 ⁽⁵⁾	I	By a trust

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- (3) 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 840 shares of State Street common stock under State Street's 401(k) plan, based on a
- (4) plan statement dated as of October 16, 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.
- (5) 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.
- (6) The option vested in three equal annual installments commencing December 19, 2004.

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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