

SHELTON STANLEY W  
 Form 4  
 February 06, 2006

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SHELTON STANLEY W

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)  
 02/02/2006

\_\_\_\_ 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/02/2006		M			2,800	A	\$ 33.7187	36,126	D	
Common Stock	02/02/2006		M			1,580	A	\$ 40.22	37,706	D	
Common Stock	02/03/2006		M			17,000	A	\$ 51.975	54,706	D	
Common Stock	02/03/2006		S			3,200	D	\$ 59.8	51,506	D	
Common Stock	02/03/2006		S			300	D	\$ 59.82	51,206	D	

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Common Stock	02/03/2006	S	500	D	\$ 59.83	50,706	D	
Common Stock	02/03/2006	S	3,900	D	\$ 59.84	46,806	D	
Common Stock	02/03/2006	S	4,700	D	\$ 59.85	42,106	D	
Common Stock	02/03/2006	S	4,400	D	\$ 59.87	37,706	D	
Common Stock						3,977	I	401(k) Plan <sup>(1)</sup>

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.7187	02/02/2006		M	2,800	12/17/2001	12/18/2008	Common Stock	2,800
Employee Stock Option (right to buy)	\$ 40.22	02/02/2006		M	1,580	<sup>(2)</sup>	12/19/2012	Common Stock	1,580
Employee Stock Option (right to buy)	\$ 51.975	02/03/2006		M	17,000	12/20/2004	12/21/2011	Common Stock	17,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHELTON STANLEY W STATE STREET CORPORATION ONE LINCOLN STREET BOSTON, MA 02111			Executive Vice President	

## Signatures

Richard P. Jacobson, Attorney-in-Fact	02/06/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

The reporting person indirectly beneficially owns 3,977 shares of State Street common stock through State Street Corporation's 401(k) plan, as of January 23, 2006. 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.

(2) Options become exercisable in 33 1/3% installments over a three-year period commencing on 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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