

STATE STREET Corp
Form DEF 14A
April 06, 2009
Table of Contents

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant To Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

STATE STREET CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

Edgar Filing: STATE STREET Corp - Form DEF 14A

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

Ronald E. Logue

Chairman and Chief Executive Officer

April 6, 2009

Dear Shareholder:

We cordially invite you to attend the 2009 annual meeting of shareholders of State Street Corporation. The meeting will be held at One Lincoln Street, 36th Floor, Boston, Massachusetts, on Wednesday, May 20, 2009, at 10:00 a.m.

Details regarding admission to the meeting and the business to be conducted are more fully described in the accompanying notice of annual meeting and proxy statement.

Your vote is very important. Whether or not you plan to attend the meeting, please carefully review the enclosed proxy statement and then cast your vote. We urge you to vote regardless of the number of shares you hold. Please mark, sign, date and mail promptly the accompanying proxy card or, for shares held in street name, the voting instruction form, in the return envelope. Registered shareholders may also vote electronically by telephone or over the Internet by following the instructions included with your proxy card. If your shares are held in street name, as an alternative to returning the voting instruction form you receive, you will have the option to cast your vote by telephone or over the Internet if your voting instruction form includes instructions and a toll-free telephone number or Internet website to do so. In any event, to be sure that your vote will be received in time, please cast your vote by your choice of available means at your earliest convenience.

As with last year, we are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their shareholders over the Internet. We believe that this e-proxy process expedites shareholders' receipt of proxy materials and lowers the costs and reduces the environmental impact of the annual meeting. Shareholders receiving e-proxy materials have been sent a notice containing instructions on how to access the proxy statement and annual report over the Internet and how to vote.

We look forward to seeing you at the annual meeting. Your continuing interest in State Street is very much appreciated.

Sincerely,

PLEASE NOTE: Shareholders should be aware of the security measures at public facilities in Boston. If you plan to attend the meeting, please allow additional time for registration and security clearance. You will be asked to present a valid, picture identification acceptable to our security personnel, such as a driver's license or passport. If you own your shares through a bank or brokerage account, or through some other nominee, you should also bring proof of beneficial ownership (for details, see Meeting Admission in the attached Notice of State Street Corporation 2009 Annual Meeting of Shareholders). Public parking is available at State Street's headquarters at One Lincoln Street (entrance from Kingston Street). Other public parking facilities available nearby include the LaFayette Corporate Center and the Hyatt Hotel (entrances from Rue de LaFayette).

State Street Corporation

One Lincoln Street

Boston, MA 02111-2900

Table of Contents

NOTICE OF STATE STREET CORPORATION 2009 ANNUAL MEETING OF SHAREHOLDERS

<i>Time</i>	10:00 a.m., Eastern Time
<i>Date</i>	Wednesday, May 20, 2009
<i>Place</i>	One Lincoln Street, 36th Floor, Boston, Massachusetts
<i>Purpose</i>	<ol style="list-style-type: none">1. To elect 13 directors;2. To approve amendments to State Street's articles of organization and by-laws changing the shareholder quorum and voting requirements, including the adoption of a majority vote standard for uncontested elections of directors;3. To approve the amended and restated 2006 equity incentive plan to, among other things, increase by 17 million the number of shares of our common stock that may be delivered in satisfaction of awards under the plan;4. To approve a non-binding advisory proposal on executive compensation;5. To ratify the selection of Ernst & Young LLP as State Street's independent registered public accounting firm for the year ending December 31, 2009;6. To vote on a shareholder proposal; and7. To act upon such other business as may properly come before the meeting and any adjournments thereof.
<i>Record Date</i>	The directors have fixed the close of business on March 13, 2009, as the record date for determining shareholders entitled to notice of and to vote at the meeting.
<i>Meeting Admission</i>	For security clearance purposes, you will be asked to present a valid picture identification acceptable to our security personnel, such as a driver's license or passport. If your State Street shares are held in street name, meaning held in a brokerage account or by a bank or other nominee, your name does not appear on our list of shareholders and these proxy materials are being forwarded to you by your broker or nominee. For street name holders, in addition to a picture identification, you should also bring with you a letter or account statement showing that you were a beneficial owner of our shares on the record date in order to be admitted to the meeting.
<i>Voting by Proxy</i>	Please submit a proxy card or, for shares held in street name, voting instruction form, as soon as possible so your shares can be voted at the meeting. You may submit your proxy card or voting instruction form by mail. If you are a registered shareholder, you may also vote electronically by telephone or over the Internet by following the instructions included with your proxy card. If your shares are held in street name, you may have the choice of instructing the record holder as to the voting of your shares over the Internet or by telephone. Follow the instructions on the voting instruction form that you receive from your broker, bank or other nominee.

By Order of the Board of Directors,

Jeffrey N. Carp
Secretary

April 6, 2009

Table of Contents

TABLE OF CONTENTS

	PAGE
<u>GENERAL INFORMATION</u>	1
<u>Why am I receiving these materials?</u>	1
<u>Can I access State Street's proxy materials and annual report electronically?</u>	1
<u>How do I request a printed copy of the proxy materials for future shareholder meetings?</u>	1
<u>What are the directions to the meeting?</u>	1
<u>What is the record date for the meeting?</u>	2
<u>How many votes can be cast by all shareholders?</u>	2
<u>How do I vote?</u>	2
<u>What are the Board's recommendations on how to vote my shares?</u>	2
<u>Who pays the cost for soliciting proxies by State Street?</u>	3
<u>What is householding?</u>	3
<u>Can I change my vote?</u>	3
<u>What vote is required to approve each item?</u>	3
<u>How is the vote counted?</u>	4
<u>Could other matters be decided at the meeting?</u>	4
<u>What happens if the meeting is postponed or adjourned?</u>	4
<u>What are my rights as a participant in the Salary Savings Program?</u>	4
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	6
<u>ITEM 1 ELECTION OF DIRECTORS</u>	7
<u>ITEM 2 APPROVAL OF AMENDMENTS TO OUR ARTICLES OF ORGANIZATION AND BY-LAWS</u>	11
<u>ITEM 3 APPROVAL OF AMENDED AND RESTATED 2006 EQUITY INCENTIVE PLAN</u>	13
<u>ITEM 4 NON-BINDING ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION</u>	19
<u>ITEM 5 RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	20
<u>ITEM 6 SHAREHOLDER PROPOSAL</u>	20
<u>OTHER MATTERS</u>	23
<u>CORPORATE GOVERNANCE AT STATE STREET</u>	23
<u>Meetings of the Board of Directors</u>	25
<u>Committees of the Board of Directors</u>	25
<u>Related Person Transactions</u>	27
<u>EXECUTIVE COMPENSATION</u>	29
<u>Process and Procedures for Considering and Determining Executive and Director Compensation</u>	29
<u>Compensation Discussion and Analysis</u>	32
<u>Compensation Committee Report</u>	40
<u>Summary Compensation Table</u>	41
<u>Grants of Plan-Based Awards in 2008</u>	43
<u>Outstanding Equity Awards at Fiscal Year-End, December 31, 2008</u>	45
<u>2008 Option/SAR Exercises and Stock Vested</u>	46
<u>Pension Benefits as of December 31, 2008</u>	47
<u>2008 Nonqualified Deferred Compensation</u>	50
<u>Potential Payments upon Termination or Change of Control</u>	51
<u>Director Compensation Arrangements</u>	55
<u>EXAMINING AND AUDIT COMMITTEE MATTERS</u>	58
<u>Examining and Audit Committee Pre-Approval Policies and Procedures</u>	58
<u>Audit and Non-Audit Fees</u>	58
<u>Report of the Examining and Audit Committee</u>	58

Table of Contents

	PAGE
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	59
<u>PROPOSALS AND NOMINATIONS BY SHAREHOLDERS</u>	59
<u>Appendix A: Articles of Amendment and Majority Vote By-Law Amendment</u>	A-1
<u>Appendix B: Amended and Restated 2006 Equity Incentive Plan</u>	B-1
<u>Appendix C: Excerpt from State Street's Corporate Governance Guidelines</u>	C-1

Table of Contents

STATE STREET CORPORATION

One Lincoln Street, Boston, Massachusetts 02111

PROXY STATEMENT

GENERAL INFORMATION

Why am I receiving these materials?

You have received these proxy materials because State Street's Board of Directors is soliciting your vote at the 2009 annual meeting of shareholders. This proxy statement includes information that we are required to provide to you under the rules of the Securities and Exchange Commission and that is designed to assist you in voting your shares.

As permitted by rules adopted by the SEC, we are making this proxy statement and our annual report, including consolidated financial statements for the year ended December 31, 2008, available to our shareholders electronically via the Internet. On April 6, 2009, we mailed to our U.S. shareholders as of the record date for the annual meeting, March 13, 2009, a notice containing instructions on how to access this proxy statement and our annual report online and to vote. Also on April 6, 2009, we began mailing printed copies of these proxy materials to shareholders that have requested printed copies and to shareholders outside the United States. If you received a notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you request a copy. Instead, the notice instructs you on how to access and review online all of the important information contained in the proxy statement and annual report. The notice also instructs you on how you may submit your proxy over the Internet. If you received a notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the notice.

Can I access State Street's proxy materials and annual report electronically?

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 20, 2009. The proxy statement and annual report are available at www.proxyvote.com.

To view this material, you must have available the 12-digit control number located on the notice mailed on April 6, 2009 or the proxy card or, if shares are held in the name of a broker, bank or other nominee, the voting instruction form.

How do I request a printed copy of the proxy materials for future shareholder meetings?

To request a printed copy of the proxy statement, annual report and form of proxy relating to our future shareholder meetings, visit www.proxyvote.com, telephone 1-800-579-1639 or send an email to sendmaterial@proxyvote.com. You must have available the 12-digit control number described above.

What are the directions to the meeting?

Directions to the meeting are as follows:

From the North:

Take Expressway (I-93) South to exit 20 (Purchase Street/South Station) and follow the signs for South Station. Follow exit ramp and cross Summer Street. Turn right onto Lincoln Street. Take first left onto Bedford Street. Take first left onto Kingston Street. Entrance to the garage is on the left.

From the South:

Take Expressway (I-93) North to exit 20 (South Station). Bear left at the ramp to South Station/Chinatown. You will see State Street Financial Center directly ahead. You will be on Lincoln Street. Follow Lincoln Street thru the major intersection at the lights (pass the entrance to the building). Take left onto Bedford Street. Take first left onto Kingston Street. Entrance to the garage is on the left.

Table of Contents

From the West:

Take Mass Turnpike (I-90) to exit 24A (South Station). Turn left on Kneeland Street towards Chinatown. Turn right onto Lincoln Street at the light. Follow Lincoln Street thru the major intersection at the lights (pass the entrance to the building). Take left onto Bedford Street. Take first left onto Kingston Street. Entrance to the garage is on the left.

Via Massachusetts Bay Transportation Authority:

Take the MBTA Red Line train to the South Station MBTA stop. Exit the train station and walk across Atlantic Avenue (towards Summer Street and Federal Street). Follow Summer Street to Lincoln Street.

What is the record date for the meeting?

Our Board of Directors has fixed the record date for the annual meeting as of the close of business on March 13, 2009.

How many votes can be cast by all shareholders?

As of the record date, 434,314,697 shares of our common stock were outstanding and entitled to be voted at the meeting. Each share of common stock is entitled to one vote on each matter. Also as of the record date, we had outstanding 20,000 shares of our series B fixed rate cumulative perpetual preferred stock. However, shares of our series B preferred stock are not entitled to be voted on the matters to be presented to our shareholders at the meeting.

How do I vote?

If your shares are registered in your name, you may vote in person at the annual meeting or by proxy without attending the meeting. Registered shareholders may also vote electronically by following the instructions included with your proxy card or the notice we mailed to you on April 6, 2009. In addition, if you received a printed proxy card, you may mark, sign, date, and mail the proxy card you received from management in the return envelope. If you vote by any of the available methods, your shares will be voted at the meeting in accordance with your instructions. If you sign and return the proxy card or vote electronically but do not give any instructions on some or all of the proposals, your shares will be voted by the persons named in the proxy card on all uninstructed proposals in accordance with the recommendations of the Board of Directors given below.

If your shares are held in the name of a broker, bank or other nominee, please mark, date, sign, and return the voting instruction form you received from your broker or other nominee with this proxy statement. As indicated on the form or other documentation provided by your broker, bank or other nominee, you may have the choice of voting your shares over the Internet or by telephone. To do so, follow the instructions on the form you received from your broker, bank or other nominee.

If your shares are held by a broker, bank or other nominee and you wish to vote in person at the meeting, you must obtain from the record holder and bring with you a proxy from the record holder issued in your name.

What are the Board's recommendations on how to vote my shares?

The Board of Directors recommends a vote:

- n FOR election as directors the 13 nominees named herein (page 7)

- n FOR the approval of the amendments to our articles of organization and by-laws (page 11)

- n FOR the approval of the amended and restated 2006 equity incentive plan (page 13)

Edgar Filing: STATE STREET Corp - Form DEF 14A

n FOR the approval of the non-binding advisory proposal on executive compensation (page 19)

Table of Contents

n FOR ratification of the selection of Ernst & Young LLP as State Street's independent registered public accounting firm for the year ending December 31, 2009 (page 20)

n AGAINST the shareholder proposal (page 20)

Who pays the cost for soliciting proxies by State Street?

State Street will pay the cost for the solicitation of proxies by the Board. That solicitation of proxies will be made primarily by mail. State Street has retained Georgeson Inc. to aid in the solicitation of proxies for a fee of \$18,500, plus expenses. Proxies may also be solicited by employees of State Street and its subsidiaries personally, or by mail, telephone, fax or e-mail, without any remuneration to such employees other than their regular compensation. State Street will reimburse brokers, banks, custodians, other nominees and fiduciaries for forwarding these materials to their principals to obtain authorization for the execution of proxies.

What is householding?

As stated above, on April 6, 2009, we began mailing printed copies of these proxy materials to shareholders that have requested printed copies and to shareholders outside of the United States. Some banks, brokers and other nominee record holders may be householding our proxy statements, annual reports and related materials. Householding means that only one copy of these documents may have been sent to multiple shareholders in one household. If you would like to receive your own set of State Street's future proxy statements, annual reports and related materials, or if you share an address with another State Street shareholder and together both of you would like to receive only a single set of these documents, please contact your bank, broker or other nominee.

Can I change my vote?

If you are a registered shareholder, you may revoke or change your proxy at any time before it is voted by notifying the Secretary in writing, by returning a signed proxy with a later date or submitting an electronic proxy as of a later date or by attending the meeting and voting in person. If your shares are held in street name, you must contact your bank, broker or other nominee for instructions about changing your vote.

What vote is required to approve each item?

The 13 nominees for election as directors who receive a plurality of common shares voted for election of directors shall be elected directors (Item 1). Under our Corporate Governance Guidelines, in an uncontested election of directors, any director/nominee who receives a withhold vote from a majority of the common shares outstanding and entitled to vote in such election will be required to submit to the Board a letter of resignation for consideration by the Nominating and Corporate Governance Committee. After consideration, that committee would make a recommendation to the Board on action to be taken regarding the resignation. No such tendered resignation shall be deemed effective unless and until it is accepted by action of the Board.

The approval of amendments to our articles of organization and by-laws to require majority voting in uncontested elections of directors and to make other changes must be approved by the holders of two-thirds of all the common shares entitled to vote on the proposal. (Item 2).

The affirmative vote of a majority of all common shares present in person or represented by proxy at the meeting and entitled to vote is necessary to approve the amended and restated 2006 equity incentive plan (Item 3), to approve the non-binding advisory proposal on executive compensation (Item 4), to ratify the selection of Ernst & Young LLP as State Street's independent registered public accounting firm for 2009 (Item 5) and to approve the shareholder proposal (Item 6). In addition, in order for the amended and restated 2006 equity incentive plan (Item 3) to be approved, the New York Stock Exchange listing standards require that a majority of the common shares issued, outstanding and entitled to vote at the meeting must actually vote on the proposal (with abstentions counting as votes and broker non-votes not counting as votes).

Table of Contents

How is the vote counted?

Votes cast by proxy or in person at the annual meeting will be counted by the persons appointed by State Street to act as tellers for the meeting. A majority of the shares entitled to vote at the annual meeting constitutes a quorum. The tellers will count shares represented by proxies that withhold authority to vote for a nominee for election as a director as shares that are present and entitled to vote for purposes of determining the presence of a quorum. None of the withheld votes will be counted as votes for a director but, except as described in the answer to the preceding question, a withheld vote on a director will not affect the outcome. Shares properly voted to abstain on Items 2 through 6 are both entitled to vote and are considered as shares that are present for the purpose of determining a quorum and thus will have the effect of having been voted against approval of Items 2 through 6.

If you hold shares through a broker, bank or other nominee, generally the nominee may vote the shares for you in accordance with your instructions. Stock exchange and FINRA rules permit a broker to vote shares held in a brokerage account on routine proposals if the broker does not receive voting instructions from you. Under these rules, a broker may vote in its discretion on Items 1, 4 and 5 in the absence of instructions from you, but may not vote in its discretion on Items 2, 3 and 6. So, without voting instructions, a broker non-vote will occur on Items 2, 3 and 6. Shares that are subject to a broker non-vote are counted for determining the quorum. However, shares that are subject to a broker non-vote are not considered as shares that are present and entitled to vote, and thus will not be counted for purposes of determining the outcome of Items 2 through 6.

Could other matters be decided at the meeting?

We do not know of any matters that may be properly presented for action at the meeting other than Items 1 through 6. Should any other business properly come before the meeting, the persons named on the enclosed proxy will have discretionary authority to vote the shares represented by such proxies in accordance with their best judgment. Under our by-laws, for nominations or other business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice in writing to the Secretary, and such business must be within the purposes specified in our notice of meeting. To be timely, a shareholder's notice shall be delivered to the Secretary at our principal executive offices not less than 60 days nor more than 90 days prior to the first anniversary of the preceding year's annual meeting.

What happens if the meeting is postponed or adjourned?

Your proxy may be voted at the postponed or adjourned meeting. You will still be able to change your proxy until it is voted.

What are my rights as a participant in the Salary Savings Program?

If you participate in the State Street Salary Savings Program and have invested part or all of your account in the Employee Stock Ownership Plan fund as of the record date, you may direct the trustee how to vote your allocated share of State Street Corporation common stock held in your Salary Savings Program account. You may give the trustee direction through the Internet, by telephone, or by U.S. mail. If you do not provide timely instructions to the trustee, the trustee will vote your allocated share on the same proportional basis as the shares that are directed by other participants. If a matter arises at the meeting, or such other time as affords no practical means for securing participant direction, the trustee will follow the direction of State Street, unless the trustee determines that doing so would result in a breach of the trustee's fiduciary duty.

Regardless of what method you use to direct the trustee, the trustee must receive your direction no later than 11:59 p.m. Eastern time on May 18, 2009 for your direction to be followed. Your direction will be held in confidence by the trustee. You may not provide this direction at the annual meeting. You must direct the trustee in advance of the meeting so that the trustee, the registered owner of all of the shares held in the Salary Savings Program, can vote in a timely way. You may change your direction to the trustee by submitting a new direction.

Table of Contents

The last direction the trustee receives by 11:59 p.m. Eastern time on May 18, 2009, will be the only one counted. If your direction by mail is received on the same day as one received electronically, the electronic direction will be followed.

The trustee is providing the annual report and the notice of annual meeting and proxy statement electronically to Salary Savings Program participants with investments in the Employee Stock Ownership Plan fund who are active employees and have a company-provided e-mail account and Internet access. Instead of receiving these materials in paper form mailed to your home, you will have on-line access to these materials via the Internet, thus expediting the delivery of materials and reducing printing and mailing costs. An e-mail will be sent to all such participants with detailed instructions to access materials and give your direction to the trustee. All other participants will receive their materials in the U.S. mail. If you prefer, you may request that paper copies be sent to you, which will permit you to send in your direction by U.S. mail if you prefer that method.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

As of March 5, 2009, there were 433,633,263 shares of State Street common stock outstanding.

Beneficial Owners

The table below sets forth the number of shares of common stock of State Street beneficially owned (as determined under the rules of the SEC) as of the close of business on March 5, 2009 by each person or entity known to State Street to beneficially own more than 5% of the outstanding common stock. The beneficial ownership by State Street Bank and Trust Company described below comprises shares over which the Bank has voting or investment power as a result of our investment management business and shares held by the Bank as trustee of the State Street Salary Savings Program.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
State Street Bank and Trust Company (1)	21,924,860	5.1%
One Lincoln Street		
Boston, MA 02111		

- (1) State Street Bank and Trust Company had aggregate beneficial ownership of 21,924,860 shares, 16,814,010 of which as a result of our investment management business and 5,110,850 of which as trustee of the State Street Salary Savings Program. Of the aggregate 21,924,860 shares, the Bank had sole voting power with respect to 16,814,010 shares, shared voting power with respect to 5,110,850 shares and shared dispositive power with respect to 21,924,860 shares.

Management

The table below sets forth the number of shares of common stock of State Street beneficially owned (as determined under the rules of the SEC) as of the close of business on March 5, 2009, by each director, the Chairman and Chief Executive Officer, the Chief Financial Officer, the three other most highly compensated executive officers in office for 2008, and the group consisting of current directors and executive officers, based on information furnished by representatives of each person. Neither the persons listed below individually, nor the current executive officers and directors as a group, owned beneficially as much as 1% of the outstanding shares of common stock.

Name	Amount and Nature of Beneficial Ownership (1)(2)
Joseph C. Antonellis	271,188(3)
Kennett F. Burnes	19,231
Peter Coym	3,702
Nader F. Darehshori	23,023
Patrick de Saint-Aignan	0(4)
Amelia C. Fawcett	6,120
David P. Gruber	25,193
Linda A. Hill	22,988
Joseph L. Hooley	532,307(3)(5)
Robert S. Kaplan	0(4)
Charles R. LaMantia	22,386(6)
Ronald E. Logue	1,456,571(3)
James S. Phalen	275,133(3)
Edward J. Resch	326,595(3)
Richard P. Sergel	25,537
Ronald L. Skates	23,227

Edgar Filing: STATE STREET Corp - Form DEF 14A

Gregory L. Summe	24,181
Robert E. Weissman	60,735
All current directors and executive officers, as a group (25 persons)	3,389,509(3)

- (1) Information in this table includes the following: shares of common stock issuable upon the exercise of stock options that either are currently exercisable or will become exercisable within 60 days of March 5, 2009 and

Table of Contents

shares of common stock which have not been issued but which are subject to stock appreciation rights that are or will become exercisable within 60 days of March 5, 2009.

- (2) As part of our director compensation, non-employee directors receive an annual retainer(s), payable at their election in shares of our common stock or in cash, and a deferred stock award. In accordance with SEC rules, information in this table includes shares as to which certain directors elected to defer payment until termination of their service as a director, and does not include shares as to which certain other directors elected to defer payment in installments over a two- to ten-year period. See Director Compensation Arrangements beginning on page 55 for a description of shares issued to non-employee directors and the election alternatives to defer payment of such shares. Shares subject to deferral are denominated in stock units, each representing a share of State Street common stock and maintained in an account for each director who elects to participate in the State Street Deferred Compensation Plan for Directors. The following table shows the shares beneficially owned by directors, as determined by applicable SEC rules, and the shares payable in installments to directors as of the close of business on March 5, 2009:

Director Name	Shares beneficially owned under SEC rules	Shares payable in installments	Total
Kennett F. Burnes	19,231		19,231
Peter Coym	3,702		3,702
Nader F. Darehshori	23,023		23,023
Patrick de Saint-Aignan	0		0
Amelia C. Fawcett	6,120		6,120
David P. Gruber	25,193	6,907	32,100
Linda A. Hill	22,988		22,988
Robert S. Kaplan	0		0
Charles R. LaMantia	22,386	7,325	29,711
Richard P. Sergel	25,537		25,537
Ronald L. Skates	23,227		23,227
Gregory L. Summe	24,181		24,181
Robert E. Weissman	60,735		60,735

- (3) Includes shares that the executive officer has the right to acquire either through the exercise of stock options or the exercise of stock appreciation rights, as follows: Mr. Antonellis, 151,582; Mr. Hooley 432,000; Mr. Logue, 1,190,100; Mr. Phalen, 122,900; Mr. Resch, 240,500; and the group, 2,228,234.
- (4) Patrick de Saint-Aignan and Robert S. Kaplan were elected to the Board of Directors on March 13, 2009.
- (5) Includes 6,800 shares as to which Mr. Hooley has shared voting power and investment power.
- (6) Includes 22,386 shares as to which Dr. LaMantia has shared voting power and investment power.

ITEM 1 - ELECTION OF DIRECTORS

The Board of Directors unanimously recommends that you vote

FOR

each of the nominees for director

Edgar Filing: STATE STREET Corp - Form DEF 14A

Each director elected at the 2009 annual meeting serves until the next annual meeting of shareholders or as otherwise provided in the by-laws. The State Street Board of Directors currently consists of 14 members. Of the 14 directors currently in office, 13 are non-management directors and one is an executive officer of State Street. Each of the non-management directors is an independent director, as determined by the Board in its opinion, under the applicable definition in the New York Stock Exchange listing standards. The Board determines the number of directors.

Table of Contents

Pursuant to the by-laws, on March 12, 2009, the Board of Directors fixed the number of directors at 14, and effective as of March 13, 2009 elected Patrick de Saint-Aignan and Robert S. Kaplan to fill the two vacancies that had been created. Effective on the day of the 2009 annual meeting, the number of directors constituting the Board will be set at 13. Thirteen directors are to be elected at the meeting. Each of the nominees for election as a director is currently a director.

Unless contrary instructions are given, shares represented by proxies solicited by the Board of Directors will be voted for the election of the 13 nominees listed below as directors. We have no reason to believe that any nominee will be unavailable for election at the annual meeting. In the event that one or more nominees is unexpectedly not available to serve, proxies may be voted for another person nominated as a substitute by the Board, or the Board may reduce the number of directors to be elected at the annual meeting. Information relating to each nominee for election as a director, including his or her period of service as a director of State Street, principal occupation and other biographical material, is described below.

KENNETT F. BURNES

Director since 2003

Retired Chairman, President and Chief Executive Officer of Cabot Corporation, a global specialty chemicals company. He was Chairman from 2001 to March 2008, President from 1995 to January 2008 and Chief Executive Officer from 2001 to January 2008. Prior to joining Cabot Corporation in 1987, Mr. Burnes, now age 66, was a partner at the Boston-based law firm of Choate, Hall & Stewart, where he specialized in corporate and business law for nearly 20 years. He is a member of the Board of Directors of Watts Water Technologies, Inc., a supplier of products for use in the water quality, water safety, water flow control and water conservation markets. He also is a member of the Dana Farber Cancer Institute's Board of Trustees and a board member of New England Conservatory. Mr. Burnes is also Chairman of the Board of Trustees of the Schepens Eye Research Institute. Mr. Burnes holds both an LL.B. and B.A. degree from Harvard University.

PETER COYM

Director since 2006

Retired head of Lehman Brothers, Inc. in Germany and a former member of Lehman Brothers Bankhaus Management Board and its European Management Group. He retired from Lehman Brothers in 2005. Prior to joining Lehman Brothers in 1993, Dr. Coym, now age 67, a German national, was Managing Director and Office Manager of Salomon Brothers AG and Managing Director of Salomon Brothers, Inc. Prior to joining Salomon Brothers in 1986, he was a director of Commerzbank. Dr. Coym is Deputy Chairman of the Supervisory Board of Magix AG, an international provider of software, online services and digital content in multimedia communication. He received an undergraduate degree and a Ph.D. in business studies from The University of Hamburg.

PATRICK DE SAINT-AIGNAN

Director since 2009

Retired Managing Director, and most recently, Advisory Director at Morgan Stanley. Mr. de Saint-Aignan held multiple positions at Morgan Stanley from 1974 to 2007. He held responsibilities in corporate finance, capital markets and firm management and headed successively Morgan Stanley's global fixed income derivatives business, its debt capital markets activities, its office in Paris and the firm-wide risk management function. Mr. de Saint-Aignan, now age 60, also previously served, from 2005-2007, as Censeur on the Supervisory Board of IXIS Corporate and Investment Bank and, from 2006-2008, as a member of the board of directors of Bank of China Limited. He is a director of Allied World Assurance Company, a specialty insurance and reinsurance company. A dual citizen of the United States and France, Mr. de Saint-Aignan received his B.B.A. degree from the Ecole des Hautes Etudes Commerciales and an M.B.A. from Harvard University.

Table of Contents

AMELIA C. FAWCETT

Director since 2006

Chairman, Pensions First LLP, a financial services and systems company, since 2007, and former Vice Chairman and Chief Operating Officer of Morgan Stanley International Limited. Ms. Fawcett, now age 52, a dual American and British citizen, joined Morgan Stanley International in London in 1987, was appointed Vice President in 1990, Executive Director in 1992, Managing Director and the Chief Administrative Officer for the firm's European operations in 1996, Vice Chairman and Chief Operating Officer in 2002, and Senior Advisor in 2006. Prior to joining Morgan Stanley International, Ms. Fawcett was an attorney (in New York and Paris, France) at the New York-based law firm of Sullivan & Cromwell. Ms. Fawcett is a Non-Executive Director of Guardian Media Group plc, a member of the Court of the Bank of England and Chairman of its Audit Committee, Deputy Chairman of the National Portrait Gallery, Chairman of the London International Festival of Theatre, and a director of the Board of Business in the Community. Ms. Fawcett received a B.A. degree from Wellesley College, a J.D. degree from the University of Virginia and an honorary degree from the American University in London (Richmond).

DAVID P. GRUBER

Director since 1997

Retired Chairman, Chief Executive Officer and Director of Wyman-Gordon Company, a manufacturer of forging, investment casting and composite airframe structures for the commercial aviation, commercial power and defense industries. Mr. Gruber, now age 67, joined Wyman-Gordon in 1991 and retired in 1999. He is a Distinguished Life Member of the Materials Information Society (ASM), Chairman of the Worcester Polytechnic Institute Mechanical Engineering Advisory Committee, and a member of the boards of directors of Stone Panels, Inc., Nanoscale Components, Inc. and Worcester Municipal Research Bureau. He has a B.S. degree from Ohio State University.

LINDA A. HILL

Director since 2000

Wallace Brett Donham Professor of Business Administration at Harvard University since 1997. Dr. Hill, now age 52, is unit head, Organizational Behavior Unit, and faculty chair, Leadership Initiative. She is a member of the board of directors of Cooper Industries, the boards of trustees of Bryn Mawr College, the Children's Museum, Boston, The Bridgespan Group and The Nelson Mandela Children's Fund USA, and the board of overseers of the Beth Israel Deaconess Medical Center. Since 2007, Dr. Hill has been a Diamond Cluster Fellow with Diamond Management & Technology Consultants, Inc., a management and technology consulting firm. She received an A.B. degree in psychology from Bryn Mawr College, an M.A. in educational psychology from the University of Chicago, and a Ph.D. in behavioral sciences from the University of Chicago.

ROBERT S. KAPLAN

Director since 2009

A Professor of Management Practice at Harvard Business School, Mr. Kaplan also is a Senior Director of The Goldman Sachs Group, Inc. and a Senior Advisor to Berkshire Partners LLC. Prior to joining Harvard Business School in 2005, Mr. Kaplan, now age 50, served as Vice Chairman of Goldman Sachs, with oversight responsibility for the Investment Banking and Investment Management Divisions, and as a member of the firm's Management Committee. During his career at Goldman Sachs, Mr. Kaplan also served in various other capacities, including Global Co-Head of the Investment Banking Division, Head of the Corporate Finance Department and Head of Asia-Pacific Investment Banking. Mr. Kaplan is Co-Chairman of the Board of Project A.L.S. and Co-Chairman of the Board of the Teak Fellowship and also is a member of the Boards of the Harvard Medical School, Harvard Management Company and the Ford Foundation. He serves on the board of directors of Bed, Bath and Beyond, Inc., a retailer. Mr. Kaplan received his B.S. from the University of Kansas, and an M.B.A. from Harvard University.

Table of Contents

CHARLES R. LAMANTIA

Director since 1993

Retired Chairman and Chief Executive Officer of Arthur D. Little, Inc., management and technology consultants. He served as President and Chief Executive Officer of Arthur D. Little, Inc. from 1986 to 1999. He joined Arthur D. Little in 1967 and from 1981 to 1986 was President of Koch Process Systems, a subsidiary of Koch Industries, Inc. Dr. LaMantia, now age 69, is a member of the board of directors of NeuroMetrix, Inc. Dr. LaMantia received B.A., B.S., M.S., and Sc.D. degrees from Columbia University and attended the Advanced Managem