

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 _____ 10% Owner
 Officer (give title below) _____ 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 ⁽¹⁾ |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | 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 | ⁽²⁾ 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. 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.