

STATE STREET CORP
Form 4
March 04, 2015

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 *
Phalen James S

(Last) (First) (Middle)

STATE STREET CORPORATION, ONE LINCOLN STREET

(Street)

BOSTON, MA 02111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STATE STREET CORP [STT]

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 03/02/2015 | | S ⁽¹⁾ | 4,836 D \$ 74.37 | 361,927 ⁽²⁾ | D | |
| Common Stock | 03/02/2015 | | G ⁽³⁾ | 14,648 V D \$ 0 | 347,279 ⁽²⁾ | D | |
| Common Stock | 03/02/2015 | | M ⁽⁴⁾ | 71,923 A \$ 62.63 | 419,202 ⁽²⁾ | D | |
| Common Stock | 03/02/2015 | | D | 60,569 D \$ 74.37 | 358,633 ⁽²⁾ | D | |
| Common Stock | 03/02/2015 | | F | 5,348 ⁽⁵⁾ D \$ 74.37 | 353,285 ⁽²⁾ | D | |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|--------------------|-------------|---|----------------|
| Common Stock | 03/03/2015 | S ⁽¹⁾ | 6,006 | D | \$ 75.29 (6) | 347,279 (2) | D | |
| Common Stock | | | | | | 870 (7) | I | 401(k) Plan |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 62.63 | 03/02/2015 | | M ⁽⁴⁾ | 71,923 | (8) | 02/29/2016 | Common Stock | 71,923 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Phalen James S STATE STREET CORPORATION ONE LINCOLN STREET BOSTON, MA 02111 | | | Vice Chairman | |

Signatures

/s/ Shannon C. Stanley,
Attorney-in-fact

03/04/2015

**Signature of Reporting Person

Date

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).

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- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2014.
- (2) The balance reflects the amount of shares beneficially owned, including shares received due to dividend reinvestment, as of the date of this report.
- (3) The gift reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2014.
- (4) The exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 19, 2014.
- (5) These shares were withheld to satisfy tax withholding obligations in connection with the exercise of a previously awarded Stock Appreciation Right.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.080 through \$75.480, inclusive. The reporting person undertakes to provide to State Street Corporation, any security holder of State Street Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.
- (6) The reporting person indirectly beneficially owns 870 shares of State Street common stock under State Street's 401(k) plan, based on a plan statement dated as of February 28, 2015. 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.
- (7) The stock appreciation right vested in four (4) annual installments commencing March 1, 2007.
- (8)

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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