STATE STREET CORP

Form 4

February 23, 2015

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Phalen James S

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Last) (First) STATE STREET CORP [STT]

(Check all applicable)

STATE STREET CORPORATION, ONE LINCOLN

(Street)

(Middle)

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

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

02/19/2015

Vice Chairman

STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOSTON, MA 02111

(City)	(State)	(State) 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. Transactio Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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)		
Common Stock	02/19/2015		Code V A	Amount 28,508 (1)	(D)	Price \$ 0	327,947 (2)	D			
Common Stock	02/19/2015		A	2,614 (3)	A	\$ 0	330,561 (2)	D			
Common Stock	02/19/2015		A	41,821 (4)	A	\$ 0	372,382 (2)	D			
Common Stock	02/19/2015		F	5,619 (5)	D	\$ 76.54	366,763 (2)	D			
Common Stock							870 (6)	I	401(k) Plan		

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5	٠.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration Da	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	О	f	(Month/Day/	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) D	Derivative			Secur	ities	(Instr. 5)	
		Derivative				S	Securities			(Instr.	3 and 4)		
		Security				Α	Acquired						
						()	A) or						
						Г	Disposed						
						О	f (D)						
						(]	Instr. 3,						
						4	, and 5)						
											Amount		
											or		
							Date	Expiration		Number			
								Exercisable	Date		of		
					Code	V (A) (D)				Shares		
					Couc	Y ()	$\mu_{\mathbf{M}}$ (D)				Diaics		

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

02/23/2015

Date

**Signature of Reporting Person

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).
- (1) Restricted stock units granted pursuant to State Street Corporation 2006 Equity Incentive Plan.
- (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) Restricted stock units granted pursuant to State Street Corporation 2006 Equity Incentive Plan under supplemental retirement plan.
- (4) Settlement of a performance award granted on February 20, 2014 as part of 2013 compensation. Such settlement is in the form of restricted time-vested stock units.

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- (5) These shares were withheld to satisfy tax withholding obligations in connection with the settlement of a performance award granted on February 20, 2014 as part of 2013 compensation.
- The reporting person indirectly beneficially owns 870 shares of State Street common stock under State Street's 401(k) plan, based on a (6) plan statement dated as of January 31, 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.

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.