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STATE STREET CORP  
Form 8-A12G/A  
January 21, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12 (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

State Street Capital Trust II

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

13-7147835

-----  
(State of Incorporation or Organization)

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(I.R.S. Employer Identification No.)

c/o State Street Bank and Trust Company,  
N.A.  
61 Broadway, 15/th/ Floor  
New York, New York

10006

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(Address of Principal Executive Offices)

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(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

Securities Act registration statement file number pursuant to which this form relates: 333-98267

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(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered:

Name of Each Exchange on Which Each Class is to be Registered:

N/A

N/A

Securities to be registered pursuant to Section 12(g) of the Act:

Floating Rate Medium Term Capital Securities

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(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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### Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The class of securities to be registered hereby is the Floating Rate Medium Term Capital Securities (the "Capital Securities") issued by State Street Capital Trust II, a Delaware statutory trust, representing a corresponding amount of junior subordinated debentures issued by State Street Corporation. The Capital Securities will be fully and unconditionally guaranteed on a subordinated basis by State Street Corporation.

For a description of the Capital Securities, reference is made to the description of the Capital Securities included in the Prospectus Supplement dated January 14, 2003 relating to the Capital Securities and the description of the Capital Securities in the Prospectus dated November 27, 2002, which descriptions are incorporated herein by reference. The Prospectus Supplement and the Prospectus form part of the Registration Statement on Form S-3 (Commission File No. 333-98267), as amended and supplemented, which has been declared effective by the Securities and Exchange Commission. The final Prospectus Supplement has been filed pursuant to Rule 424(b)(5) under the Securities Act and is incorporated herein by reference.

### Item 2. EXHIBITS.

The following exhibits are filed as part of this Registration Statement:

1. Certificate of Trust of State Street Capital Trust II, as filed with the Delaware Secretary of State on March 25, 1998 (filed with the Securities and Exchange Commission as Exhibit 4.18 to Registrant's Registration Statement on Form S-3 filed on April 1, 1998, Commission File No. 333-49143, and incorporated by reference).
2. Declaration of Trust of State Street Capital Trust II among State Street Corporation, as Depositor, Bank One Trust Company, N.A. (as successor in interest to The First National Bank of Chicago), as Property Trustee, Bank One Delaware, Inc., as Delaware Trustee, and the Administrative Trustees named therein (filed with the Securities and Exchange Commission as Exhibit 4.21 to Registrant's Registration Statement on Form S-3 filed on April 1, 1998, Commission File No. 333-49143, and incorporated by reference).
3. Form of Global Capital Securities Certificate for State Street Capital Trust II (filed with the Securities and Exchange Commission as Exhibit D to Exhibit 4.24 to Registrant's Current Report on Form 8-K filed on January 21, 2003, and incorporated by reference herein).
4. Amended and Restated Trust Agreement for State Street Capital Trust II among State Street Corporation, as Depositor, Bank One Trust Company, N.A., as Property Trustee, Bank One Delaware, Inc., as Delaware Trustee, and the Administrative Trustees named therein (filed with the Securities and Exchange Commission as

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Exhibit 4.24 to Registrant's Current Report on Form 8-K filed on January 21, 2003, and incorporated by reference herein).

5. First Supplemental Indenture to the Junior Subordinated Indenture between

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the Registrant and Bank One Trust Company, N.A. (filed with the Securities and Exchange Commission as Exhibit 4.27 to Registrant's Current Report on Form 8-K filed on January 21, 2003, and incorporated by reference herein).

6. Form of Floating Rate Medium Term Junior Subordinated Debenture (included as Exhibit A to Exhibit 4.27 to Registrant's Current Report on Form 8-K filed on January 21, 2003, and incorporated by reference herein).
7. Guarantee Agreement for State Street Capital Trust II between State Street Corporation, as guarantor, and Bank One Trust Company, N.A., as trustee (filed with the Securities and Exchange Commission as Exhibit 4.26 to Registrant's Current Report on Form 8-K filed on January 21, 2003, and incorporated by reference herein).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

STATE STREET CORPORATION

By: /s/ Frederick P. Baughman

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Name: Frederick P. Baughman  
Title: Senior Vice President, Controller and  
Chief Accounting Officer

Date: January 21, 2003

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