

SHELTON STANLEY W
Form 3
January 31, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SHELTON STANLEY W | | (Month/Day/Year) | STATE STREET CORP [STT] | |
| (Last) | (First) | (Middle) | 01/19/2005 | |
| STATE STREET CORPORATION,Â ONE LINCOLN STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | _X_ Form filed by One Reporting Person | |
| | (give title below) (specify below) | | ___ Form filed by More than One Reporting Person | |
| | Executive Vice President | | | |
| BOSTON,Â MAÂ 02111 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 37,070 | D | Â |
| Common Stock | 3,723 ⁽¹⁾ | I | 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| EMPLOYEE STOCK OPTION (right to buy) | Â (2) | 12/18/2008 | Common Stock | 2,800 | \$ 33.7187 | D | Â |
| EMPLOYEE STOCK OPTION (right to buy) | Â (3) | 02/19/2009 | Common Stock | 12,000 | \$ 36.4844 | D | Â |
| EMPLOYEE STOCK OPTION (right to buy) | Â (4) | 12/17/2009 | Common Stock | 69,800 | \$ 34.6406 | D | Â |
| EMPLOYEE STOCK OPTION (right to buy) | Â (5) | 12/22/2010 | Common Stock | 73,800 | \$ 60.7375 | D | Â |
| EMPLOYEE STOCK OPTION (right to buy) | Â (6) | 12/21/2011 | Common Stock | 115,900 | \$ 51.975 | D | Â |
| EMPLOYEE STOCK OPTION (right to buy) | 02/21/2004 | 02/22/2012 | Common Stock | 15,200 | \$ 49.705 | D | Â |
| EMPLOYEE STOCK OPTION (right to buy) | Â (7) | 12/19/2012 | Common Stock | 83,300 | \$ 40.22 | D | Â |
| EMPLOYEE STOCK OPTION (right to buy) | Â (8) | 12/17/2013 | Common Stock | 61,600 | \$ 49.81 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHELTON STANLEY W STATE STREET CORPORATION ONE LINCOLN STREET BOSTON, MA 02111 | Â | Â | Â Executive Vice President | Â |

Signatures

Stanley W. Shelton 01/31/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 3,723 shares of State Street common stock through State Street Corporation's 401(k)

(1) Plan, as of January 19, 2005. 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 17, 1999.

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- (3) Options become exercisable in 33 1/3% installments over a three-year period commencing on February 18, 2000.
- (4) Options become exercisable in 33 1/3% installments over a three-year period commencing on December 16, 2000.
- (5) Options become exercisable in 33 1/3% installments over a three-year period commencing on December 21, 2001.
- (6) Options become exercisable in 33 1/3% installments over a three-year period commencing on December 20, 2002.
- (7) Options become exercisable in 33 1/3% installments over a three-year period commencing on December 19, 2004.
- (8) Options become exercisable in 33 1/3% installments over a three-year period commencing on December 17, 2005.

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.