

Edgar Filing: STATE STREET CORP - Form 5

STATE STREET CORP

Form 5

January 22, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

- () Form 3 Holdings Reported
- () Form 4 Transactions Reported

1. Name and Address of Reporting Person

O'Kelley, Ronald L.
 State Street Corporation
 225 Franklin Street
 Boston, MA 02110

2. Issuer Name and Ticker or Trading Symbol

State Street Corporation
 STT

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/01

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Executive Vice President, CFO and Treasurer

7. Individual or Joint/Group Reporting (Check Applicable Line)

- (X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call or Other Feature of Underlying Securities
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Employee Stock Option (right to buy)	(r) 51.975	12/20/01	A(1)	41,900	A 12/20/02-12/19/11	Common Stock	41,900	
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						12/20			
						/04			
Employee Stock Option (right to buy)	11.00					12/31/96-	12/20/05	Common Stock	132,000
						12/31/00			
Employee Stock Option (right to buy)	15.875					12/19/97-	12/18/06	Common Stock	138,000
						12/19/99			
Employee Stock Option (right to buy)	33.7188					12/17/99-	12/16/08	Common Stock	53,132
						12/17/01			
Employee Stock Option (right to buy)	34.64065					12/16/00-	12/16/09	Common Stock	90,640
						12/16/02			
Employee Stock Option (right to buy)	60.7375					12/21/01-	12/20/10	Common Stock	62,200
						12/21/03			

Explanation of Responses:

(1) Employee stock option granted pursuant to State Street Corporation 1997 Equity Incentive Plan exercisable in 33 1/3% installments over a three-year period commencing December 20, 2002.

SIGNATURE OF REPORTING PERSON

/s/Ronald L. O'Kelley

DATE

1/7/02