

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

Harbert, Timothy B.

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

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
Common Stock	11/16/2001	A(1)	22,222	178,442
				16,020(2)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Contract version or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Ownership
						Title and Number of Shares	

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	Priority			Amount		Expirable		
Employee Stock Option (right to buy)	(r) 51.975	12/20/01	A(3)	128,800	A	12/20/02-12/19/11	Common Stock	128,800
						12/20/04		
Employee Stock Option (right to buy)	(r) 9.3125					2/17/99-2/16/04	Common Stock	6,184
Employee Stock Option (right to buy)	(r) 8.1250					2/16/00-2/15/05	Common Stock	8,120
Employee Stock Option (right to buy)	(r) 13.20315					6/20/01-6/20/06	Common Stock	8,000
Employee Stock Option (right to buy)	(r) 15.8750					12/19/97-12/18/06	Common Stock	80,000
						12/19/99		
Employee Stock Option (right to buy)	(r) 33.71875					12/17/99-12/16/08	Common Stock	27,480
						12/17/01		
(CONTINUED ON THE NEXT PAGE)								
Employee Stock Option (right to buy)	(r) 34.64065					12/16/00-12/15/09	Common Stock	24,920
						12/16/02		
Employee Stock Option (right to buy)	(r) 60.7375					12/21/01-12/20/10	Common Stock	54,200
						12/21/03		

Explanation of Responses:

(1) Award granted pursuant to State Street Corporation 1997 Equity Incentive Plan with 25% vesting each year 2002, 2003, 2004 and 2005.

(2) As of last plan statement.

(3) 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/Timothy B. Harbert

DATE

1/22/02