

STATE STREET CORP  
Form 8-A12B  
August 21, 2012

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

**FORM 8-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 CORPORATION**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State of incorporation

or organization)

One Lincoln Street, Boston, Massachusetts

**04-2456637**  
(I.R.S. Employer

Identification No.)

02111

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(Address of principal executive offices)

(Zip Code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Depository Shares, each representing a 1/4,000th ownership interest in a share of Non-Cumulative Perpetual Preferred Stock, Series C, without par value per share</b>	<b>New York Stock Exchange, Inc.</b>

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), 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), check the following box.

Securities Act registration statement file number to which this form relates: 333-179875  
(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act: Not applicable

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The descriptions under the heading "Description of Series C Preferred Stock", relating to the Registrant's Non-Cumulative Perpetual Preferred Stock, Series C, without par value per share, with a liquidation preference of \$100,000 per share (the "Preferred Stock"), and under the heading "Description of Depositary Shares", relating to the Registrant's depositary shares (the "Depositary Shares"), each representing a 1/4,000th ownership interest in a share of Preferred Stock, in the final prospectus supplement dated August 14, 2012, filed under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission (the "Commission") on August 16, 2012, in connection with the automatic shelf registration statement (the "Registration Statement") on Form S-3 (No. 333-179875) filed under the Securities Act with the Commission on March 2, 2012, are incorporated herein by reference. Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act that constitutes part of the Registration Statement shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 Articles of Amendment of the Registrant with respect to the Non-Cumulative Perpetual Preferred Stock, Series C, filed August 15, 2012 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K of the Registrant, filed August 20, 2012).
- 4.2 Form of certificate representing the Non-Cumulative Perpetual Preferred Stock, Series C (incorporated by reference to Exhibit 4.2 of the Current Report on Form 8-K of the Registrant, filed August 20, 2012).
- 4.3 Deposit Agreement, dated August 21, 2012, among State Street Corporation, American Stock Transfer & Trust Company, LLC (as depositary), and the holders from time to time of the depositary receipts (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K of the Registrant, filed August 21, 2012).
- 4.4 Form of Depositary Receipt (included as Exhibit A to Exhibit 4.3).

**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/ David C. Phelan

Name: David C. Phelan

Title: Executive Vice President and General Counsel

Dated: August 21, 2012

**INDEX TO EXHIBITS**

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