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BAUGHMAN FREDERICK

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

Baughman, Frederick P.  
 State Street Corporation  
 225 Franklin Street  
 Boston, MA 02110  
 USA

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)

Senior Vice President, Corporate Controller and Chief Accounting Officer

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 Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call
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Employee Stock Option (r) 39.565 | 9/20/01 | A(1) | 10,187 | A | 9/20/01 | 9/19/02 | Common Stock | 10,187

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right to buy)		01				02-	11			
						9/20/				
						04				
Employee Stock Option (right to buy)	11.3282					2/18/98	2/17/03	Common Stock	2,204	
Employee Stock Option (right to buy)	9.3125					2/17/99	2/16/04	Common Stock	2,440	
Employee Stock Option (right to buy)	8.125					2/16/00	2/15/05	Common Stock	4,920	
Employee Stock Option (right to buy)	13.2032					6/20/01	6/19/06	Common Stock	4,000	
Employee Stock Option (right to buy)	26.2188					6/19/98-	6/18/07	Common Stock	6,000	
						6/19/00				
Employee Stock Option (right to buy)	34.1563					6/18/99-	6/17/08	Common Stock	8,000	
						6/18/01				
Employee Stock Option (right to buy)	40.5157					6/17/00-	6/16/09	Common Stock	8,886	
						6/17/02				
Employee Stock Option (right to buy)	53.0469					6/15/01-	6/14/10	Common Stock	8,126	
						6/15/03				

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 September 20, 2002.

SIGNATURE OF REPORTING PERSON

/s/Frederick P. Baughman

DATE

1/08/02