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BAUGHMAN FREDERICK

Form 4

May 20, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

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
 05/01/02
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 Filing (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. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------------------|---|--|
| Common Stock | 5/15/02 | M | 2,204 | |
| Common Stock | 5/15/02 | S | 2,204 | 10,549 |
| | | | | 1,748 (1) |
| | | | | 502 |

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction | 4. Derivative Securities Acquired (A) or Disposed of (D) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day) | 7. Title and Amount of Underlying Securities | 8. Percentage of Total Underlying Securities |
|---------------------------------|---------------------------|----------------|--|--|---|--|--|
|---------------------------------|---------------------------|----------------|--|--|---|--|--|

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| | Price of | | | posed of (D) | Day/Year) | | | | Title and Number | |
|---|----------|---------|------|--------------|--------------|-----|----------|---------|------------------|--------|
| | Deriva- | | | | Date Expir | | | | of Shares | |
| | tive | | | | A/Exer-ation | | | | | |
| | Secu- | | | | D cisa-Date | | | | | |
| | rity | Date | Code | V | Amount | ble | | | | |
| Employee Stock Option (right to buy) | 11.3282 | 5/15/02 | M | | 2,204 | D | 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 | | | |
| Employee Stock Option (right to buy) | 39.565 | | | | | | 9/20/02- | 9/19/11 | Common Stock | 10,187 |
| | | | | | | | 9/20/04 | | | |
| Employee Stock Option (right to buy) | 49.705 | | | | | | 2/21/04 | 2/20/12 | Common Stock | 4,464 |

Explanation of Responses:

(1) As of last plan statement. The plan accounts for interests 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) The units were acquired under State Street Corporation's 401(k) Restoration and Voluntary Deferral Plan and will be settled upon reporting person's retirement.

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SIGNATURE OF REPORTING PERSON

/s/Frederick P. Baughman

DATE

5/16/02