

STATE STREET CORP  
Form S-8 POS  
July 11, 2006  
As filed with the Securities and Exchange Commission on July 11, 2006

Registration No. 333-99989

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

TO

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**State Street Corporation**

(Exact name of registrant as specified in its charter)

**MASSACHUSETTS**  
(State or other jurisdiction  
of incorporation or organization)

**04-2456637**  
(I.R.S. Employer  
Identification No.)

**One Lincoln Street  
Boston, Massachusetts 02111**

(Address of principal executive offices, including zip code)

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**STATE STREET CORPORATION 1997 EQUITY INCENTIVE PLAN  
STATE STREET CORPORATION 2006 EQUITY INCENTIVE PLAN**

(Full title of the plans)

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**JEFFREY N. CARP**  
**Executive Vice President and Chief Legal Officer**  
**State Street Corporation**  
**One Lincoln Street**  
**Boston, Massachusetts 02111**  
**617-786-3000**

(Name, address and telephone number, including area code, of agent for service)

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Please send copies of all communications to:

**KEITH F. HIGGINS, ESQ.**  
**Ropes & Gray LLP**  
**One International Place**  
**Boston, MA 02110**  
**617-951-7000**  
**617-951-7050 (facsimile)**

**EXPLANATORY NOTE**

This post-effective amendment is being filed because up to 8,000,000 shares that are subject to outstanding options granted under the 1997 Equity Incentive Plan of State Street Corporation (the Registrant ) that are forfeited or cancelled in whole or in part may be awarded under the 2006 Equity Incentive Plan of the Registrant.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b>Exhibit</b>	<b>Description</b>
5	Opinion of Ropes & Gray LLP.
15	Letter regarding unaudited interim financial information.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Ropes & Gray LLP (included in its opinion in Exhibit 5).
24	Powers of Attorney (contained in Part II hereof under Signatures and Power of Attorney).

2

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**SIGNATURES AND POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, the Commonwealth of Massachusetts, on June 15, 2006.

STATE STREET CORPORATION

By: /s/ Ronald E. Logue  
Name: Ronald E. Logue  
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on June 15, 2006.

Further, we, the undersigned officers and directors of State Street Corporation (the Corporation ) hereby severally constitute and appoint Jeffrey N. Carp and Edward J. Resch, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities as indicated, any and all amendments or supplements to this Registration Statement on Form S-8 of the Corporation, and generally to do all such things in connection therewith in our name and on our behalf in our capacities as indicated to enable the Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys or any of them, to any and all amendments.

Signature	Title
/s/ RONALD E. LOGUE	
<b>RONALD E. LOGUE</b>	<b>Chairman and Chief Executive Officer</b>
	(Principal Executive Officer)
/s/ EDWARD J. RESCH	
<b>EDWARD J. RESCH</b>	<b>Executive Vice President and Chief Financial Officer</b>
	(Principal Financial Officer)
/s/ PAMELA D. GORMLEY	
<b>PAMELA D. GORMLEY</b>	<b>Executive Vice President and Corporate Controller</b>
	(Controller/Principal Accounting Officer)

<b>/s/ TENLEY E. ALBRIGHT, M.D.</b>	
<b>TENLEY E. ALBRIGHT, M.D.</b>	Director
<b>/s/ KENNETT F. BURNES</b>	
<b>KENNETT F. BURNES</b>	Director
<b>/s/ NADER F. DAREHSHORI</b>	
<b>NADER F. DAREHSHORI</b>	Director
<b>/s/ ARTHUR L. GOLDSTEIN</b>	
<b>ARTHUR L. GOLDSTEIN</b>	Director
<b>/s/ DAVID P. GRUBER</b>	
<b>DAVID P. GRUBER</b>	Director
<b>LINDA A. HILL</b>	Director
<b>/s/ CHARLES R. LAMANTIA</b>	
<b>CHARLES R. LAMANTIA</b>	Director
<b>/s/ RICHARD P. SERGEL</b>	
<b>RICHARD P. SERGEL</b>	Director
<b>/s/ RONALD L. SKATES</b>	
<b>RONALD L. SKATES</b>	Director
<b>/s/ GREGORY L. SUMME</b>	
<b>GREGORY L. SUMME</b>	Director
<b>/s/ DIANA CHAPMAN WALSH</b>	
<b>DIANA CHAPMAN WALSH</b>	Director
<b>/s/ ROBERT E. WEISSMAN</b>	
<b>ROBERT E. WEISSMAN</b>	Director