

STATE STREET CORP

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
Picard, Dennis J.
Raytheon Company
141 Spring Street
Lexington, MA 02173
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
04/30/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)
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)	5. Amount of Securities Beneficially Owned at End of Month
	Date	Code	V Amount A/D Price	
Common Stock	4/17/02	A(1)V	910	A 54.90
Common Stock	4/17/02	A(2)V	1,366	A 54.90 33,136(3)

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

1.Title of Derivative Security	2.Con- version or Exer- cise Price of Deriva- tive Secu- ritv	3. Transaction Date	4. Code/V	5.Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D) Amount	6.Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation A/ D cisa- Date ble	7.Title and Amount of Underlying Securities Title and Number of Shares	8.P of vat Sec rit
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Explanation of Responses:

(1) Payment of director's retainer.

(2) Payment of Directors' Deferred Stock Award exempt under Rule 16b-3(d).

(3) Reflects two-for-one stock split distributed on May 30, 2001.

(4) Includes 4,800 shares held in a revocable trust over which the reporting person maintains investment power and voting control, and Directors' Deferred Stock Award dividend equivalents.

SIGNATURE OF REPORTING PERSON

/s/Dennis J. Picard

DATE

05/15/02