

STATE STREET Corp
Form 8-K
May 24, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 18, 2011

State Street Corporation

(Exact name of registrant as specified in its charter)

Massachusetts
(State of Incorporation)

001-07511
(Commission

File Number)

04-2456637
(IRS Employer

Identification Number)

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One Lincoln Street, Boston, Massachusetts

(Address of principal executive offices)

Registrant's telephone number, including area code: (617) 786-3000

02111

(Zip code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At State Street Corporation's annual meeting of shareholders held on May 18, 2011, State Street's shareholders approved the 2011 Senior Executive Annual Incentive Plan. The plan had previously been approved by State Street's Board of Directors, and its effectiveness was subject to shareholder approval. The plan provides additional incentive to senior executives to achieve targeted levels of corporate financial and strategic performance and is designed to preserve the tax deductibility of awards to senior executives under Section 162(m) of the Internal Revenue Code.

The provisions of the plan are described in the proxy statement for State Street's 2011 annual meeting under Item 4 Approval of 2011 Senior Executive Annual Incentive Plan, which description is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference. The description of the plan is qualified in its entirety by reference to the complete text of the plan, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.2 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 18, 2011, State Street Corporation held its annual meeting of shareholders for the following purposes:

to elect thirteen directors;

to approve an advisory proposal on executive compensation;

to hold an advisory vote on the frequency of future advisory proposals on executive compensation;

to approve the 2011 Senior Executive Annual Incentive Plan;

to ratify the selection of Ernst & Young LLP as State Street's independent registered public accounting firm for the year ending December 31, 2011; and

to act on a shareholder proposal related to disclosure of certain political contributions.

The shareholders voted to elect the thirteen director nominees, to approve the advisory proposal on executive compensation, to approve an annual frequency for future advisory proposals on executive compensation, to approve the 2011 Senior Executive Annual Incentive Plan and to ratify the selection of the independent registered public accounting firm. The shareholders voted against approval of the shareholder proposal relating to disclosure of certain political contributions.

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The number of votes cast for or against and the number of abstentions and broker non-votes, as applicable, in connection with each matter presented for shareholder consideration at the meeting, are set forth below:

Election of Directors

| | For | Against | Abstain | Broker Non-Votes |
|-------------------------|-------------|------------|---------|------------------|
| Kennett F. Burnes | 389,866,364 | 2,131,926 | 666,505 | 31,921,367 |
| Peter Coym | 388,300,639 | 3,678,104 | 686,052 | 31,921,367 |
| Patrick de Saint-Aignan | 390,033,933 | 1,940,294 | 690,568 | 31,921,367 |
| Amelia C. Fawcett | 384,877,529 | 7,109,984 | 677,282 | 31,921,367 |
| David P. Gruber | 386,975,257 | 5,017,246 | 672,292 | 31,921,367 |
| Linda A. Hill | 381,625,642 | 10,365,040 | 674,113 | 31,921,367 |
| Joseph L. Hooley | 382,748,410 | 9,235,017 | 681,368 | 31,921,367 |
| Robert S. Kaplan | 383,195,791 | 8,790,849 | 678,155 | 31,921,367 |
| Charles R. LaMantia | 387,288,211 | 4,706,765 | 669,819 | 31,921,367 |
| Richard P. Sergel | 382,255,772 | 9,739,105 | 669,918 | 31,921,367 |
| Ronald L. Skates | 387,502,904 | 4,474,096 | 687,795 | 31,921,367 |
| Gregory L. Summe | 363,541,034 | 28,447,644 | 676,117 | 31,921,367 |
| Robert E. Weissman | 382,099,089 | 9,893,059 | 672,647 | 31,921,367 |

Other Matters

| | For | Against | Abstain | Broker Non-Votes |
|---|-------------|------------|-----------|------------------|
| Advisory proposal on executive compensation | 347,155,186 | 41,308,011 | 4,201,598 | 31,921,367 |

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| | One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|---|-------------|--------------|----------------|-----------|---------------------|
| Advisory vote on the frequency of future advisory proposals on executive compensation | 359,307,735 | 2,050,908 | 28,806,761 | 2,499,391 | 31,921,367 |

| | For | Against | Abstain | Broker Non-Votes |
|--|-------------|-------------|------------|---------------------|
| Approval of the 2011 Senior Executive Annual Incentive Plan | 378,690,577 | 12,923,905 | 1,050,313 | 31,921,367 |
| Ratification of the selection of Ernst & Young LLP as State Street's independent registered public accounting firm for the year ending December 31, 2011 | 416,932,515 | 6,977,896 | 675,751 | * |
| Shareholder proposal relating to disclosure of certain political contributions | 141,735,952 | 179,755,732 | 71,173,111 | 31,921,367 |

* Not applicable

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Number | Description |
|--------|--|
| 99.1 | Text of Item 4 Approval of 2011 Senior Executive Annual Incentive Plan from the proxy statement for State Street's 2011 annual meeting of shareholders |
| 99.2 | 2011 Senior Executive Annual Incentive Plan |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STATE STREET CORPORATION

By: /s/ David C. Phelan

Name: David C. Phelan

Title: Executive Vice President and General Counsel

Date: May 24, 2011

EXHIBIT INDEX

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|---------------|--|
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