

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, **Joseph L. Hooley,**

Reporter's Name, Street, and Mailing Address

State Street Corporation

Legal Title of Holding Company

State Street Financial Center, One Lincoln Street

(Mailing Address of the Holding Company) Street / P.O. Box

Boston

MA

02111-2900

City

State

Zip Code

Name of the Holding Company Director and Official

Chairman, President and Chief Executive Officer

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address):

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Joseph Thompson

Vice President

Name

Title

614-664-7263

Area Code / Phone Number / Extension

617-664-4666

Area Code / FAX Number

jthompson2@statestreet.com

E-mail Address

statestreet.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

3/24/14

Date of Signature

For holding companies not registered with the SEC—
 Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

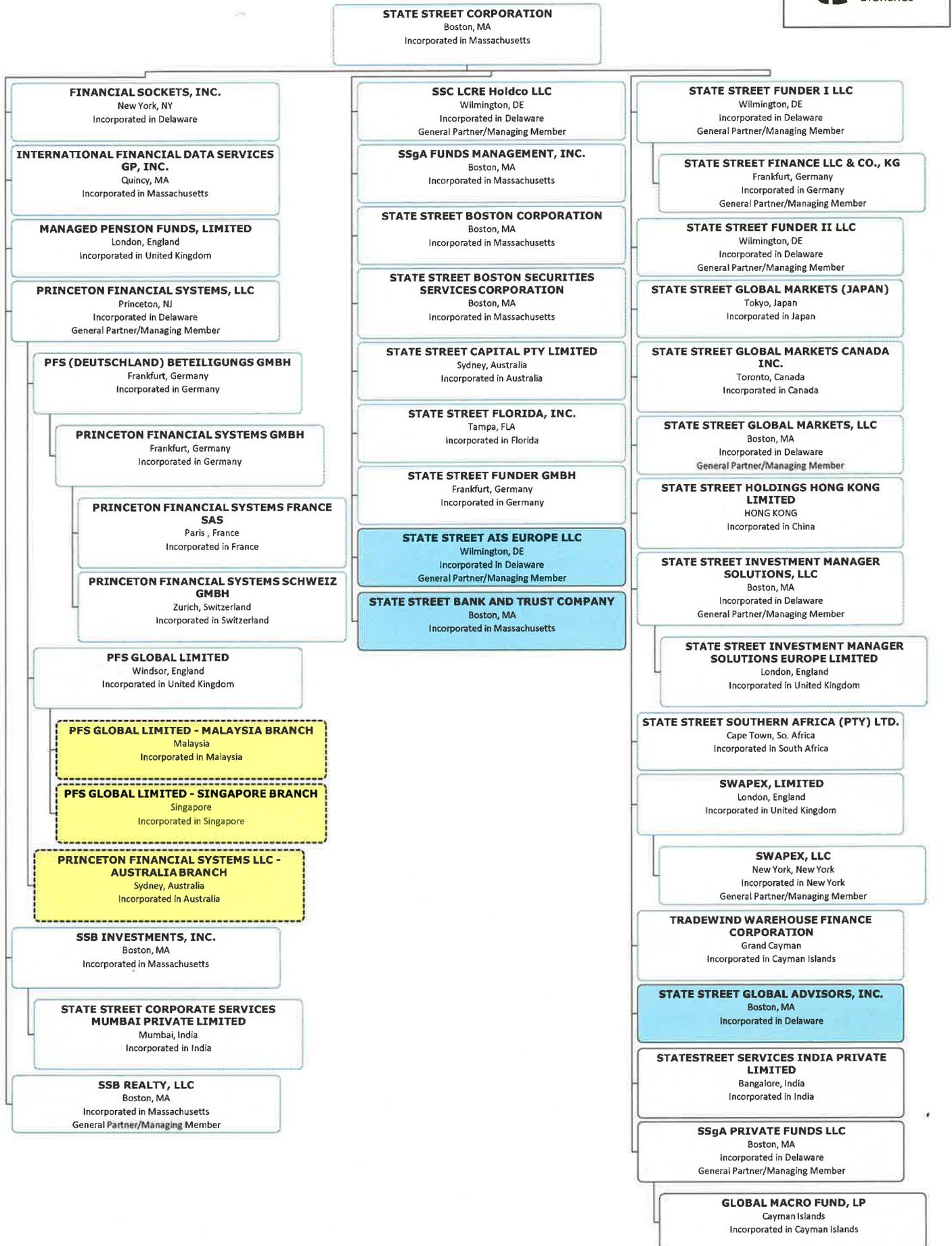
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

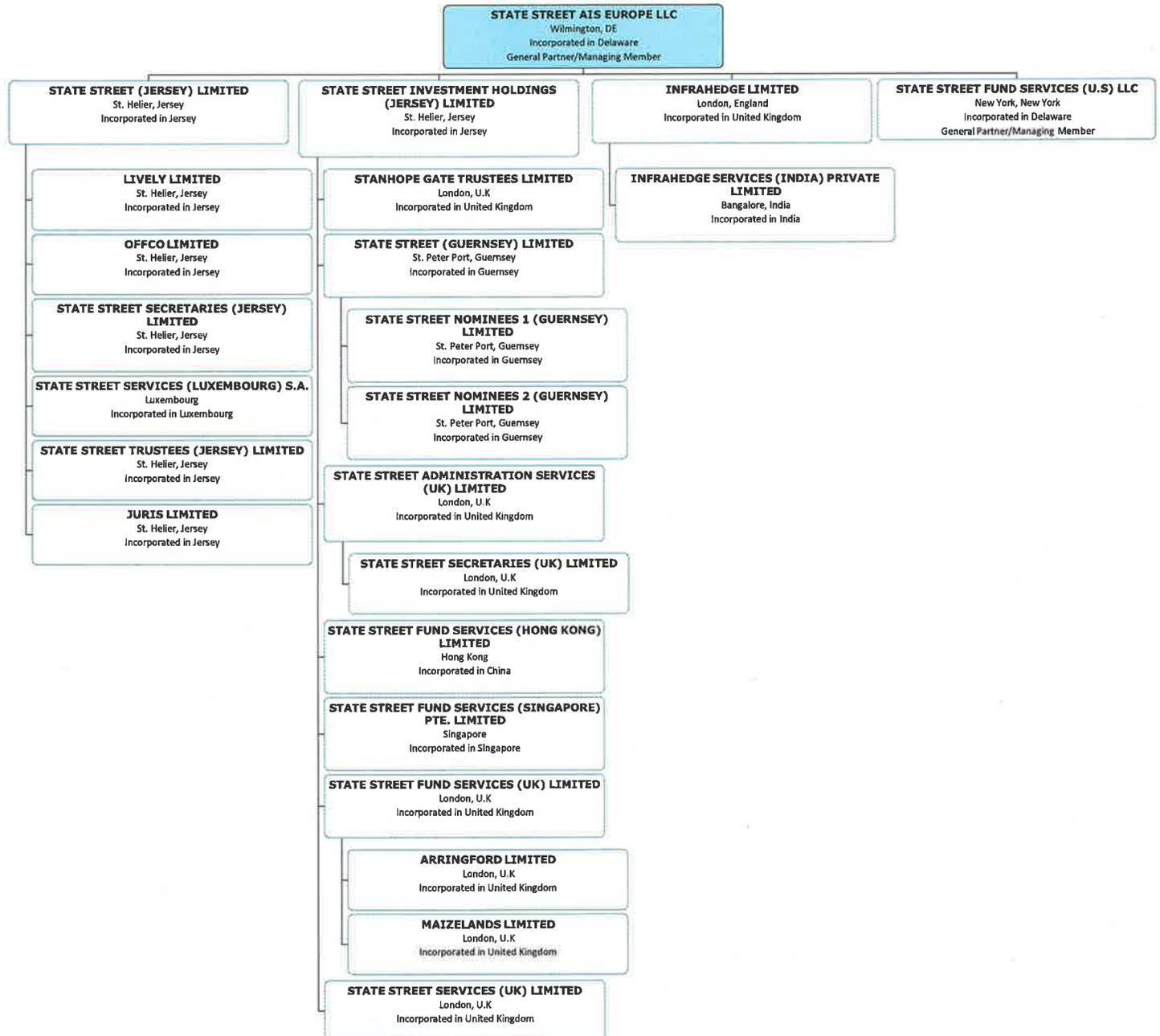
No

FR Y-6
Exhibit II
State Street Corporation
Organizational Chart 2013

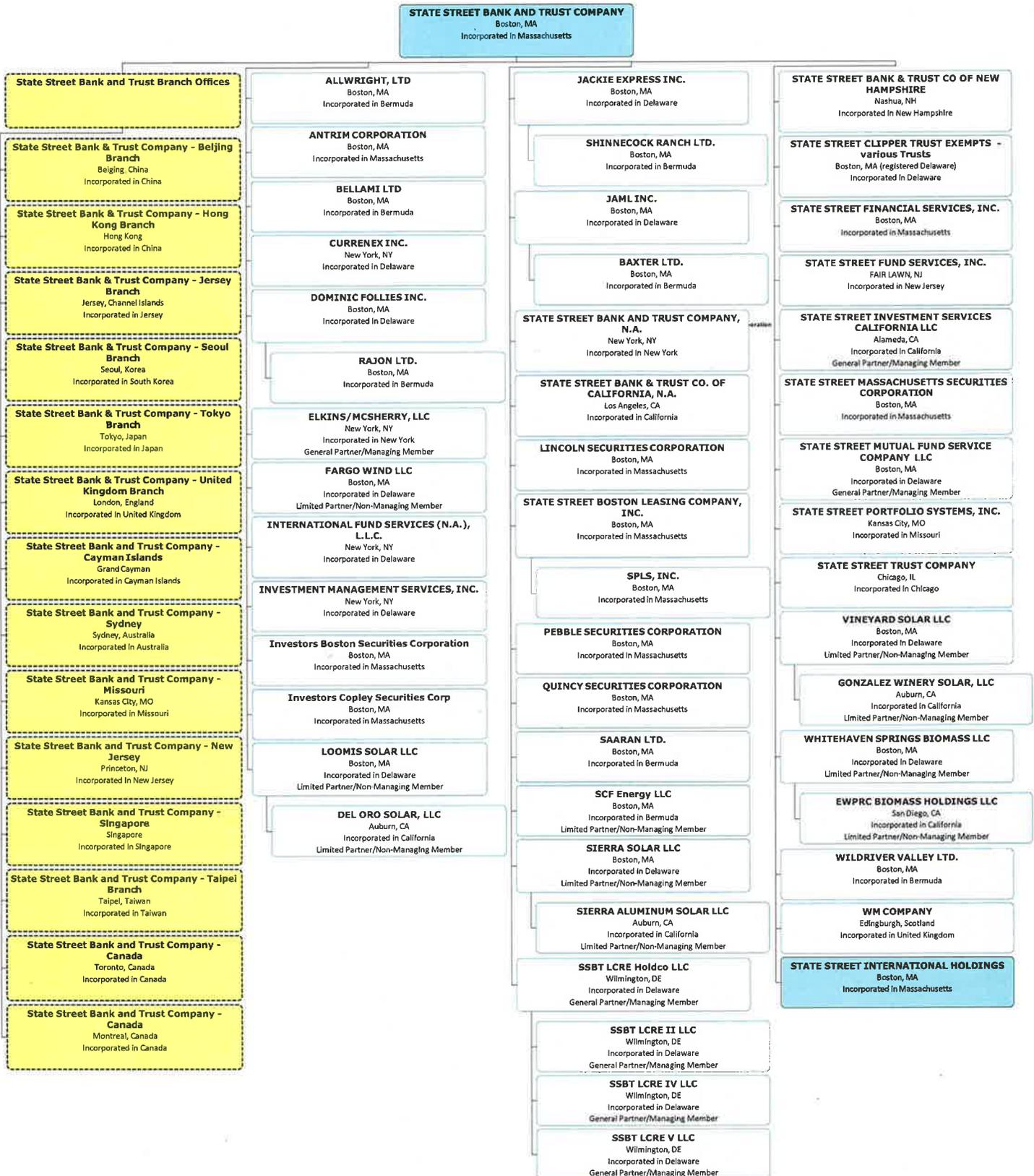
State Street Corporation



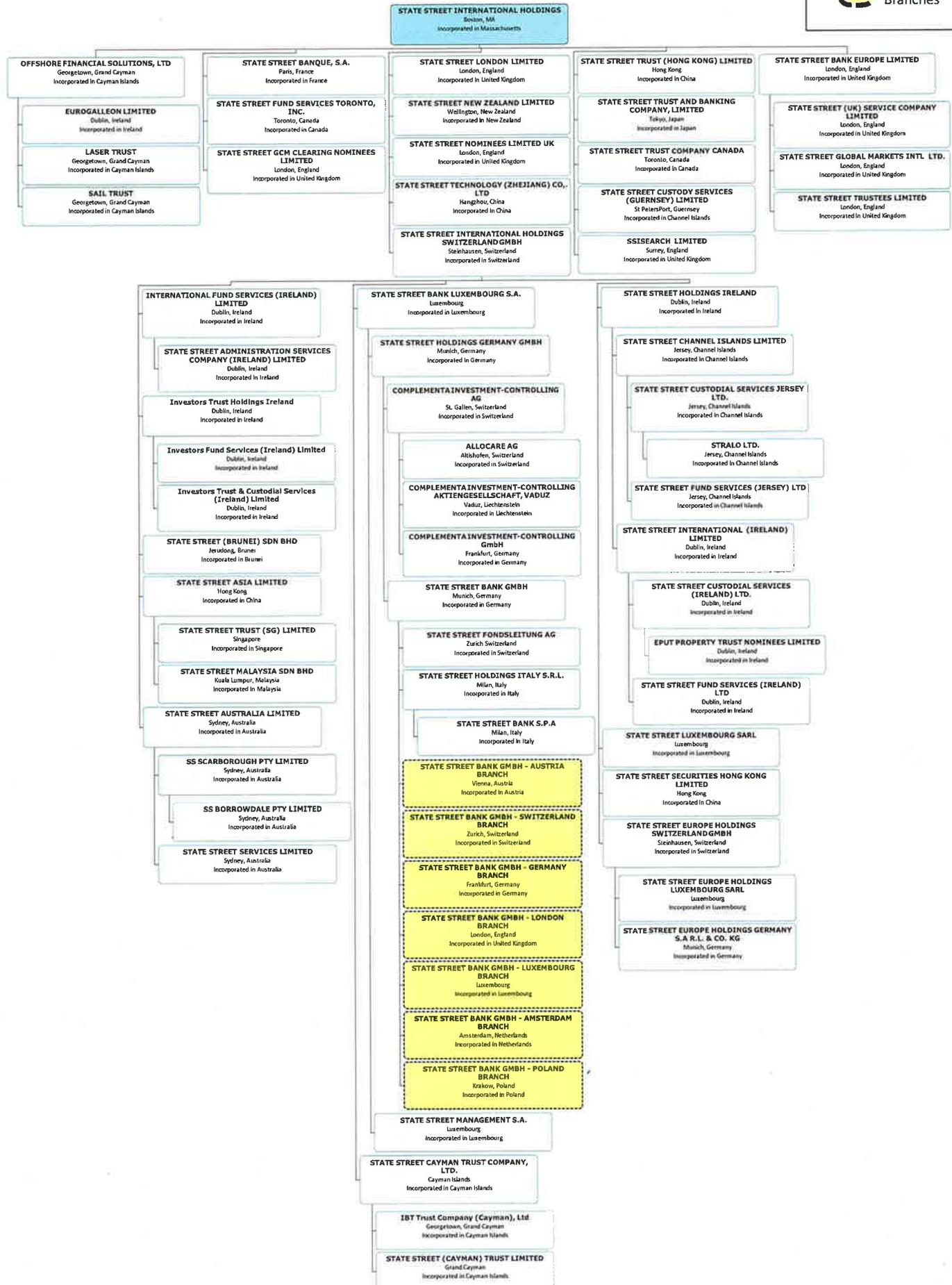
State Street AIS Europe



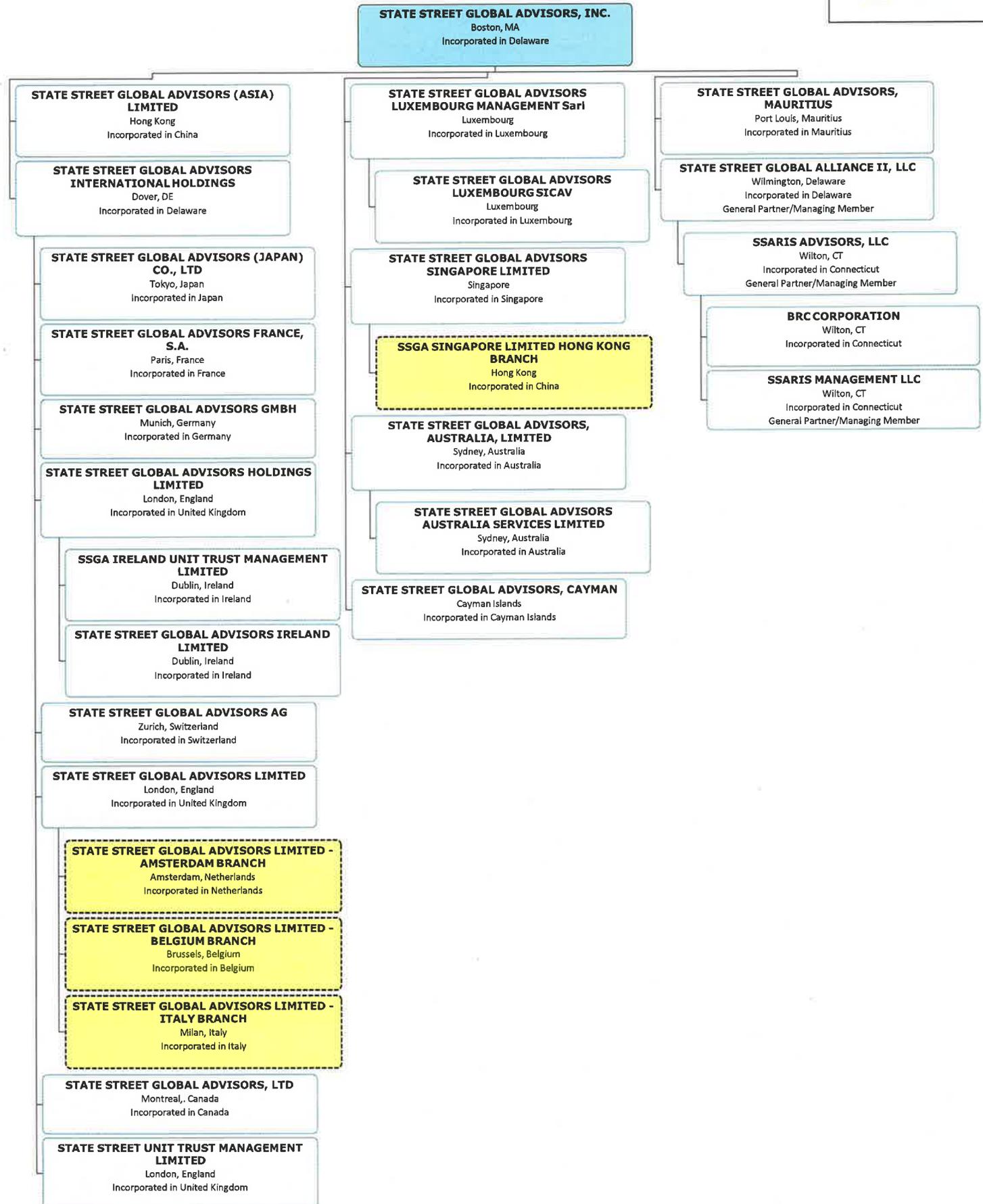
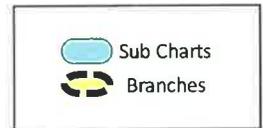
State Street Bank and Trust Company



State Street International Holdings



State Street Global Advisors



STATE STREET CORPORATION
As of May 31, 2014
INDIRECTLY-OWNED SUBSIDIARIES

Division	Investment name	Domicile of Issuer	Direct Owner	March 31, 2014		May 31, 2014		Commentary	Business Relationship Representative	Accounting Contact	Template Contact
				Pct. Ownership	State Street	Pct. Ownership	State Street				
GLOBAL OPERATIONS:											
	State Street Symbel Services (Mauritius) Limited	Port Louis, Mauritius	State Street International Holdings	51.00%	51.0%	51.00%	\$1,000%	Joint Venture	Bob Kaplan	Mike Dvorak	Beau Bousquet
	State Street Symbel Services Private Limited	Mumbai, India	State Street Symbel Services (Mauritius) Limited	100.00%	51.0%	100.00%	51.00%	Operating sub	Bob Kaplan	Mike Dvorak	Beau Bousquet
	State Street HCL Holdings (UK) Limited	Surrey, UK	State Street International Holdings	51.00%	51.0%	51.00%	51.00%	Joint Venture	Bob Kaplan	Mike Dvorak	Beau Bousquet
	Statestreet HCL Services (India) Private Limited	New Delhi, India	State Street HCL Holdings (UK) Limited	100.00%	51.0%	100.00%	51.00%	169718953.8	Bob Kaplan	Mike Dvorak	Beau Bousquet
	State Street HCL Services (Philippines) Inc.	Manila, Philippines	State Street HCL Holdings (UK) Limited	100.00%	51.0%	100.00%	51.00%	Operating sub	Bob Kaplan	Mike Dvorak	Beau Bousquet
INFORMATION TECHNOLOGY:											
	Insignia Hang Tian Software	Hangzhou, China	Insignia Global Services Ltd.	78.00%	22.0%	78.00%	22.00%	1501699.36	Jerry Cristoforo	Ed Sangavakian	Mark Gaynor
INVESTOR SERVICES:											
	International Financial Data Services (Luxembourg) S.A.	Luxembourg, Luxembourg	International Financial Data Services Limited Partnership	100.00%	50.0%	100.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	International Financial Data Services (Ireland) Limited	Dublin, Ireland	International Financial Data Services, Inc.	0.00%	0.00%	0.001%	0.00%		Lisa Wolf	Lisa Wolf	Mark Gaynor
	IFDS Realty UK, LLC	Delaware	International Financial Data Services Limited Partnership	100.00%	50.0%	100.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	IFDS Leasing I UK, LLC	Delaware	International Financial Data Services Limited Partnership	100.00%	50.0%	100.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	IFDS Leasing II UK, LLC	Delaware	IFDS Realty UK, LLC	100.00%	50.0%	100.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	IFDS Realty, LLC	Boston, Massachusetts	IFDS Realty UK, LLC	100.00%	50.0%	100.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	International Financial Data Services (Canada) Limited	Toronto, Canada	International Financial Data Services Limited Partnership	99.00%	50.0%	99.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	1391960 Ontario, Inc.	Toronto, Canada	Boston Financial Data Services, Inc.	1.00%	50.0%	1.00%	50.00%		Lisa Wolf	Lisa Wolf	Mark Gaynor
	National Financial Data Services	Kansas City, MO	International Financial Data Services (Canada) Limited	100.00%	50.0%	100.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	Boston Financial Administrative Services, LLC	Delaware	Boston Financial Data Services, Inc.	100.00%	50.0%	100.00%	50.00%		Jim Phalen	Lisa Wolf	Mark Gaynor
	IFDS (UK) Limited	Basildon, Essex England	Boston Financial Data Services, Inc.	100.00%	50.00%	100.00%	50.00%		Jim Phalen	Lisa Wolf	Mark Gaynor
	IFDS Financial Services Limited	Basildon, Essex England	International Financial Data Services Limited	100.00%	50.00%	100.00%	50.00%		Jim Phalen	Lisa Wolf	Mark Gaynor
	IFDS Managers Limited	Basildon, Essex England	International Financial Data Services Limited	100.00%	50.00%	100.00%	50.00%		Jim Phalen	Lisa Wolf	Mark Gaynor
	TAP Limited (domant)	Basildon, Essex England	International Financial Data Services Limited	0.00%	0.00%	0.00%	0.00%		Jim Phalen	Lisa Wolf	Mark Gaynor
	Percana Group Limited	Dublin, Ireland	International Financial Data Services (Ireland) Limited	100.00%	50.00%	100.00%	50.00%		Jim Phalen	Lisa Wolf	Mark Gaynor
	Percana International Managed Services Limited	Dublin, Ireland	International Financial Data Services (Ireland) Limited	100.00%	50.00%	100.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	Percana Technologies Limited	Dublin, Ireland	Percana Group Limited	100.00%	50.00%	100.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	International Financial Data Services Limited Partnership	Quincy, MA	Percana Group Limited	100.00%	50.00%	100.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	International Financial Data Services Limited Partnership	Quincy, MA	State Street Corporation	50.00%	50.00%	50.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	International Financial Data Services Limited Partnership	Quincy, MA	DST Systems, Inc.	50.00%	50.00%	50.00%	50.00%		Jay Hooley	Lisa Wolf	Mark Gaynor
	International Financial Data Services Limited	Basildon, Essex England	State Street Corporation	50.00%	50.00%	50.00%	50.00%		Jim Phalen	Lisa Wolf	Mark Gaynor
	International Financial Data Services Limited	Basildon, Essex England	DST Systems, Inc.	50.00%	50.00%	50.00%	50.00%		Jim Phalen	Lisa Wolf	Mark Gaynor

Footnotes: 1. Direct ownership % represents % ownership of the Direct Owner
2. State Street ownership % represents % ownership of the investment

STATE STREET CORPORATION
As of May 31, 2014
INDIRECTLY-OWNED SUBSIDIARIES

Division	Investment name ²	Domicile of Issuer	Direct Owner ¹	March 31, 2014		May 31, 2014		Business Relationship	Accounting Contact	Template Contact
				Pat. Ownership	State Street ¹	Pat. Ownership	State Street ¹			
Boston Financial Data Services, Inc.	Vestmark, Inc	Quincy, MA Delaware	State Street Corporation DST Systems, Inc	50.00%	50.00%	50.00%	50.00%	Jim Phalen Jay Hoodley	Lisa Wolf Lisa Wolf	Mark Gayer Mark Gayer Mark Gayer
				16.10%	8.05%	16.10%	8.05%			
STATE STREET GLOBAL MARKETS:										
Digital Vega ERIS Exchange Investment	London, England New York, NY	Digital Vega FX Ltd. ERIS Exchange Holdings, LLC	100.00%	13.10%	100.00%	13.10%	Doug Sarcoma Doug Sarcoma	Paul Curfin Paul Curfin		
			100.00%	8.00%	100.00%	8.00%				
STATE STREET GLOBAL ADVISORS:										
State Street Global Alliance LLC Global Alliance International Holdings, Inc. State Street Global Alliance Canada, Inc. Sectoral Asset Management Inc. S.A.M. USA, Inc.	Boston, MA Wilmington, Delaware Montreal, Canada Montreal, Canada Montreal, Canada	State Street Global Advisors, Inc. State Street Global Alliance, LLC Global Alliance International Holdings, Inc. State Street Global Alliance Canada, Inc. Sectoral Asset Management Inc.	44.32%	55.68%	44.32%	55.68%	S. Marshall S. Marshall S. Marshall S. Marshall S. Marshall	Karen Muzi Karen Muzi Karen Muzi Karen Muzi Karen Muzi	Karen Muzi Karen Muzi Karen Muzi Karen Muzi Karen Muzi	
			100.00%	51.00%	100.00%	51.00%				
			100.00%	51.00%	100.00%	51.00%				
			31.80%	16.17%	31.80%	16.17%				
3 TTG Carpathia LLC Carpathia Real Estate Advisors LLC	Wilmington, Delaware	State Street Global Advisors, Inc. TTG Carpathia LLC	100.00%	100.00%	100.00%	100.00%	S. Marshall S. Marshall	Karen Muzi Karen Muzi	Karen Muzi Karen Muzi	

Footnotes: 1. Direct ownership % represents % ownership of the Direct Owner.
2. State Street ownership % represents % ownership of the investment



STATE STREET CORPORATION
 REPORT ITEM 28- DOMESTIC BANK LISTING

Branch Number Type	Branch ID (RSSD)	Popular Name	Street Address	City	State	Zip Code	County	Country	FOC UTRIMM	Head Office	Head Office ID (RSSD)
Full Service (Head Office)	33501	STATE STREET BANK AND TRUST COMPANY	ONE LINCOLN STREET	BOSTON	MA	02111	SHERBORNE	UNITED STATES	5	STATE STREET BANK AND TRUST COMPANY	33501
Full Service	408935	INVESTORS MAIN OFFICE	101 PENNSYLVANIA AVENUE	KANSAS CITY	MO	64105	JACKSON	UNITED STATES	Not Reported	STATE STREET BANK AND TRUST COMPANY	33501
Full Service	32191527	PRINCETON BRANCH	100 COLLEGE ROAD EAST	PRINCETON	NJ	08540	MERCER	UNITED STATES	Not Reported	STATE STREET BANK AND TRUST COMPANY	33501

State Street Corporation
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013:

<u>Name and Address (City, State)</u>	<u>Country of Citizenship or Incorporation</u>	<u>Number and Percentage of Each Class of Voting Securities</u>	
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	USA	30,171,470	6.8%
Massachusetts Financial Services Company 500 Boylston Street Boston, MA 02116	USA	27,054,409	6.2%
BlackRock, Inc. 40 East 52 nd Street New York, NY 10022	USA	22,953,308	5.2%
State Street Corporation One Lincoln Street Boston, MA 02111	USA	21,974,340	5.0%

Exhibit V

**State Street Corporation
Board of Directors (Business Addresses)
as of December 31, 2013**

Mr. Joseph L. Hooley
Chairman, President and CEO
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Professor Linda A. Hill
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Mr. José E. Almeida
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Mr. Robert S. Kaplan
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Mr. Kennett F. Burnes
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Mr. Richard P. Sergel
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Dr. Peter Coym
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Mr. Ronald L. Skates
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Mr. Patrick de Saint-Aignan
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Mr. Gregory L. Summe
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Dame Amelia C. Fawcett
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Mr. Thomas J. Wilson
c/o State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

State Street Corporation
Executive Officers (Business Addresses)
as of December 31, 2013

Joseph L. Hooley

President and Chief Executive Officer
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Joseph C. Antonellis

Vice Chairman
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Michael W. Bell

Executive Vice President and Chief Financial Officer
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Jeffrey N. Carp

Executive Vice President, Chief Legal Officer and Secretary
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

John L. Klinck, Jr.

Executive Vice President
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Andrew P. Kuritzkes

Executive Vice President and Chief Risk Officer
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

James J. Malerba

Executive Vice President and Corporate Controller
and Chief Accounting Officer
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Peter O'Neill

Executive Vice President
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Christopher Perretta

Executive Vice President
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

James S. Phalen

Executive Vice President
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Scott F. Powers

President and Chief Executive Officer, State Street Global Advisors
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Alison A. Quirk

Executive Vice President
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

Michael F. Rogers

Executive Vice President
State Street Corporation
State Street Financial Center
One Lincoln Street
Boston, MA 02111

State Street Corporation Executive Officers (as of 12/31/2013) Shares Outstanding		434,128,586
1	Joseph L. Hooley, Boston, MA State Street Corporation - Chairman, President and Chief Executive Officer State Street Bank and Trust Company - President and Chief Operating Officer 390,760 shares of State Street Corporation as of December 31, 2013	0.0900%
2	Joseph C. Antonellis, Boston, MA State Street Corporation - Vice Chairman State Street Bank and Trust Company - 79,662 shares of State Street Corporation as of December 31, 2013	0.0183%
3	Michael W. Bell, Boston, MA State Street Corporation - Vice Chairman State Street Bank and Trust Company - 0 shares of State Street Corporation as of December 31, 2013	0.0000%
4	Jeffrey N. Carp, Boston, MA State Street Corporation - Executive Vice President, Chief Legal Officer and Secretary State Street Bank and Trust Company - 205,275 shares of State Street Corporation as of December 31, 2013	0.0473%
5	John L. Kinck, Boston, MA State Street Corporation - Executive Vice President State Street Bank and Trust Company - 51,070 shares of State Street Corporation as of December 31, 2013	0.0118%
6	Andrew P. Kuritzkes, Boston, MA State Street Corporation - Executive Vice President and Chief Risk Officer State Street Bank and Trust Company - 12,982 shares of State Street Corporation as of December 31, 2013	0.0030%
7	James J. Malerba, Boston, MA State Street Corporation - Executive Vice President, Corporate Controller, and Chief Accounting Officer State Street Bank and Trust Company - 7,392 shares of State Street Corporation as of December 31, 2013	0.0017%
8	Peter O'Neill, Boston, MA State Street Corporation - Executive Vice President State Street Bank and Trust Company - 37,316 shares of State Street Corporation as of December 31, 2013	0.0086%
9	Christopher Perretta, Boston, MA State Street Corporation - Executive Vice President State Street Bank and Trust Company - 19,255 shares of State Street Corporation as of December 31, 2013	0.0044%
10	James S. Phalen, Boston, MA State Street Corporation - Executive Vice President State Street Bank and Trust Company - 181,201 shares of State Street Corporation as of December 31, 2013	0.0417%
11	Scott F. Powers, Boston, MA State Street Corporation - Executive Vice President; and President and Chief Executive Officer, State Street Global Advisors State Street Bank and Trust Company - 54,844 shares of State Street Corporation as of December 31, 2013	0.0126%
12	Alison A. Quirk, Boston, MA State Street Corporation - Executive Vice President State Street Bank and Trust Company - 24,214 shares of State Street Corporation as of December 31, 2013	0.0056%
13	Michael F. Rogers, Boston, MA State Street Corporation - Executive Vice President State Street Bank and Trust Company - 831,395 shares of State Street Corporation as of December 31, 2013	0.1915%

State Street Corporation
 Executive Officer Affiliations
 As of December 31, 2013

Executive Officer	Entity Name	Entity Type	Title or Position Held
Joseph C. Antonellis	Boston Financial Data Services, Inc.	Subsidiary or otherwise related to SSC	Director
	State Street International Holdings	Subsidiary or otherwise related to SSC	Director
John L. Klinck, Jr.	Infrahedge Limited	Subsidiary or otherwise related to SSC	Director
	International Fund Services N.A., LLC	Subsidiary or otherwise related to SSC	Director
	Investment Management Services, Inc.	Subsidiary or otherwise related to SSC	Director
Andrew P. Kuritzkes	State Street Technology (Zhejiang) Co., Ltd.	Subsidiary or otherwise related to SSC	Director
James J. Malerba	Investors Copley Securities Corp.	Subsidiary or otherwise related to SSC	VP, Treasurer
	Investors Boston Securities Corporation	Subsidiary or otherwise related to SSC	VP, Treasurer
	SSB Investments, Inc.	Subsidiary or otherwise related to SSC	Treasurer
	State Street International Holdings	Subsidiary or otherwise related to SSC	Treasurer
	State Street Massachusetts Securities Corporation	Subsidiary or otherwise related to SSC	VP, Treasurer
	Pebble Securities Corporation	Subsidiary or otherwise related to SSC	Treasurer
	Lincoln Securities Corporation	Subsidiary or otherwise related to SSC	Treasurer
	Quincy Securities Corporation	Subsidiary or otherwise related to SSC	Treasurer
	State Street Trust Company Canada	Subsidiary or otherwise related to SSC	Director

State Street Corporation
 Executive Officer Affiliations
 As of December 31, 2013

Executive Officer	Entity Name	Entity Type	Title or Position Held
James S. Phalen	Boston Financial Data Services, Inc.	Subsidiary or otherwise related to SSC	Director
Scott F. Powers	State Street Global Advisors, Inc.	Subsidiary or otherwise related to SSC	Director and President
	State Street Global Advisors International Holdings Inc.	Subsidiary or otherwise related to SSC	Director and Chairman of the Board
	SSARIS Advisors, LLC	Subsidiary or otherwise related to SSC	Director
Michael F. Rogers	Investors Trust Holdings (Ireland)	Subsidiary or otherwise related to SSC	Director