

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

STATE STREET CORP  
Form 13F-HR/A  
August 14, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

Form 13F  
Form 13F Cover Page

Report for Calendar Year or Quarter Ended: June 30, 2008

Check here if amendment  Amendment Number [1]

This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager filing this report:

Name: State Street Corporation  
Address: One Lincoln Street  
Boston, Massachusetts 02111

Form 13F File Number: 28-00399

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person signing this report on behalf of the reporting manager:

Name: James J. Malerba  
Title Executive Vice President and Corporate Controller  
Telephone: 617-664-8697

Signature, Place, and Date of Signing:

/s/ JAMES J. MALERBA Boston, Massachusetts August 14, 2008  
-----  
[Signature] [City, State] [Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F SUMMARY PAGE

List of Other Managers Reporting for this Manager: (if there are no entries in

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

this list, omit this section.)

28-00096 Capital Guardian Trust Company  
 28-10372 Philadelphia International Advisors, L.P.  
 28-02924 Turner Investment Partners Inc. (Turner Investment Partners)  
 28-03570 AXA (Alliance Capital Management L.P.)  
 28-00115 T. Rowe Price Associates, Inc.  
 28-00694 JP Morgan Chase & Co (JP Morgan Fleming Asset Management Limited)  
 28-03459 Smith Asset Management Group L.P.  
 28-04557 Wellington Management Company LLP

Report Summary:

Number of Other Included Managers: 12  
 Form 13F Information Table Entry Total: 3,925  
 Form 13F Information Table Value Total: 483,226,644 (thousands)

List of Other Included Managers:

Provide a numbered list of the names(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	28-00733	State Street Bank and Trust Company
2	28-11338	SSgA Funds Management, Inc.
3	28-11339	Tuckerman Group, LLC
4	28-11328	Rexiter Capital Management LTD
5	28-11326	State Street Global Advisors LTD
6	28-11327	State Street Global Advisors Ltd.
7	28-11329	State Street Banque, SA
8	28-11330	State Street Global Advisors, Australia
10	28-11332	State Street Global Advisors (Japan) Co., Ltd.
12	28-11331	State Street Global Advisors Asia LTD
13	28-11334	State Street Global Advisors GmbH
14	28-11333	State Street Trust & Banking Co., Ltd.

STATE STREET CORPORATION (STT)  
 FORM 13F INFORMATION TABLE AS OF JUNE 30, 2008

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
1 800 FLOWERS COM	CL A	68243Q10	3,696	573,091 SH	DEFINED	1,2,5,6
1ST SOURCE CORP	COM	33690110	5,695	353,714 SH	DEFINED	1,2
3COM CORP	COM	88553510	20,170	9,513,973 SH	DEFINED	1,2,5
3-D SYS CORP DEL	COM NEW	88554D20	2,203	231,906 SH	DEFINED	1,2,6
3M CO	COM	88579Y10	3,633,437	52,212,056 SH	DEFINED	1,2,5,6,7,8,
3PAR INC	COM	88580F10	2,038	259,987 SH	DEFINED	1,2,6
4 KIDS ENTMT INC	COM	35086510	134	18,136 SH	DEFINED	1
8X8 INC NEW	COM	28291410	48	41,863 SH	DEFINED	1
99 CENTS ONLY STORES	COM	65440K10	7,494	1,135,486 SH	DEFINED	1,2,5,6

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

A C MOORE ARTS & CRA	COM	00086T10	188	26,632	SH	DEFINED	1,2,5
A D C TELECOMMUNICAT	COM NEW	00088630	32,401	2,193,673	SH	DEFINED	1,2,5,7
A H BELO CORP	COM CL A	00128210	1,925	337,673	SH	DEFINED	1,2,5
AAON INC	COM PAR \$0	00036020	3,984	206,835	SH	DEFINED	1,2
AAR CORP	COM	00036110	13,525	999,596	SH	DEFINED	1,2,5,6
AARON RENTS INC	COM	00253520	17,562	786,473	SH	DEFINED	1,2,6
AASTROM BIOSCIENCES	COM	00253U10	79	213,107	SH	DEFINED	1,5
ABAXIS INC	COM	00256710	10,333	428,203	SH	DEFINED	1,2,6
ABB LTD	SPONSORED	00037520	9,896	349,447	SH	DEFINED	1,2
ABBOTT LABS	COM	00282410	2,433,783	45,946,439	SH	DEFINED	1,2,5,6,7,8,
ABERCROMBIE & FITCH	CL A	00289620	165,262	2,636,595	SH	DEFINED	1,2,5,6,7,8,
ABINGTON BANCORP INC	COM	00350L10	3,001	329,057	SH	DEFINED	1,2
ABIOMED INC	COM	00365410	6,875	387,345	SH	DEFINED	1,2,6
ABITIBIBOWATER INC	COM	00368710	8,046	862,384	SH	DEFINED	1,2,5
ABM INDS INC	COM	00095710	23,005	1,033,911	SH	DEFINED	1,2,5
ABRAXAS PETE CORP	COM	00383010	2,829	522,933	SH	DEFINED	1,2,5
ABRAXIS BIOSCIENCE I	COM	00383Y10	4,616	72,737	SH	DEFINED	1,2,5,6
ACACIA RESH CORP	ACACIA TCH	00388130	285	63,720	SH	DEFINED	1,2,5
ACADIA PHARMACEUTICA	COM	00422510	1,867	505,889	SH	DEFINED	1,2,5,6
ACADIA RLTY TR	COM SH BEN	00423910	27,786	1,200,244	SH	DEFINED	1,2,3,5
ACCELRY S INC	COM	00430U10	1,317	272,585	SH	DEFINED	1,2,5
ACCENTURE LTD BERMUD	CL A	G1150G11	475,568	11,678,989	SH	DEFINED	1,2,5,7,8,10
ACCESS INTEGRATED TE	CL A	00432910	76	35,932	SH	DEFINED	1,5
ACCO BRANDS CORP	COM	00081T10	10,182	906,723	SH	DEFINED	1,2,5
ACCURAY INC	COM	00439710	3,082	422,756	SH	DEFINED	1,2,6
ACCURIDE CORP	COM	00439810	1,896	446,215	SH	DEFINED	1,2,6
ACE LTD	ORD	G0070K10	690,872	12,540,793	SH	DEFINED	1,2,5,6,7,8,
ACETO CORP	COM	00444610	1,977	258,823	SH	DEFINED	1,2
ACI WORLDWIDE INC	COM	00449810	21,072	1,197,938	SH	DEFINED	1,2,6,8
ACME COMMUNICATION I	COM	00463110	31	22,503	SH	DEFINED	1
ACME PACKET INC	COM	00476410	2,304	296,874	SH	DEFINED	1,2,6
ACORDA THERAPEUTICS	COM	00484M10	16,923	515,463	SH	DEFINED	1,2,6
ACTEL CORP	COM	00493410	10,936	649,043	SH	DEFINED	1,2
ACTIVE POWER INC	COM	00504W10	87	74,230	SH	DEFINED	1,5
ACTIVIDENTITY CORP	COM	00506P10	124	45,355	SH	DEFINED	1
ACTIVISION INC NEW	COM NEW	00493020	35,808	1,051,008	SH	DEFINED	1,2,5,7,8,10
ACTUANT CORP	CL A NEW	00508X20	35,886	1,144,698	SH	DEFINED	1,2,6
ACTUATE CORP	COM	00508B10	3,566	911,951	SH	DEFINED	1,2,5
ACUITY BRANDS INC	COM	00508Y10	59,779	1,243,321	SH	DEFINED	1,2,5,6
ACURA PHARMACEUTICAL	COM NEW	00509L70	404	50,764	SH	DEFINED	1
ACXIOM CORP	COM	00512510	17,805	1,549,577	SH	DEFINED	1,2,5,6

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
ADAPTEC INC	COM	00651F10	6,380	1,993,635	SH	DEFINED 1,2,5
ADMINISTAFF INC	COM	00709410	12,972	465,121	SH	DEFINED 1,2,5,6
ADMINISTRADORA FONDO	SPONSORED	00709P10	249	9,769	SH	DEFINED 1
ADOBE SYS INC	COM	00724F10	649,441	16,487,448	SH	DEFINED 1,2,5,6,7,8,
ADOLOR CORP	COM	00724X10	3,120	569,262	SH	DEFINED 1,2,5
ADTRAN INC	COM	00738A10	35,281	1,479,905	SH	DEFINED 1,2,5,6
ADVANCE AMER CASH AD	COM	00739W10	5,936	1,168,547	SH	DEFINED 1,2
ADVANCE AUTO PARTS I	COM	00751Y10	120,020	3,090,902	SH	DEFINED 1,2,5,7,8,10
ADVANCED ANALOGIC TE	COM	00752J10	2,259	547,041	SH	DEFINED 1,2,6
ADVANCED BATTERY TEC	COM	00752H10	2,876	498,390	SH	DEFINED 1,2

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

ADVANCED ENERGY INDS	COM	00797310	7,804	569,660	SH	DEFINED	1,2,6
ADVANCED MEDICAL OPT	COM	00763M10	18,356	979,485	SH	DEFINED	1,2,5,6
ADVANCED MICRO DEVIC	NOTE 6.00	007903AL	410	650,000	SH	DEFINED	1
ADVANCED MICRO DEVIC	COM	00790310	103,051	17,676,017	SH	DEFINED	1,2,5,6,7,8,
ADVANCED SEMICONDUCT	SPONSORED	00756M40	24,054	5,405,487	SH	DEFINED	1,4,5
ADVANTA CORP	CL B	00794220	3,775	600,145	SH	DEFINED	1,2
ADVANTEST CORP	SPON ADR N	00762U20	253	12,027	SH	DEFINED	1
ADVENT SOFTWARE INC	COM	00797410	18,980	526,052	SH	DEFINED	1,2,5,6
ADVENTRX PHARMACEUTI	COM	00764X10	33	87,759	SH	DEFINED	1,5
ADVISORY BRD CO	COM	00762W10	10,158	258,279	SH	DEFINED	1,2,6
AECOM TECHNOLOGY COR	COM	00766T10	29,684	912,515	SH	DEFINED	1,2,5,6
AEGON N V	NY REGISTR	00792410	1,129	86,131	SH	DEFINED	1,2
AEP INDS INC	COM	00103110	1,439	82,864	SH	DEFINED	1,2
AEROPOSTALE	COM	00786510	100,253	3,199,894	SH	DEFINED	1,2,5,6,7,8
AEROVIRONMENT INC	COM	00807310	3,461	127,351	SH	DEFINED	1,2,6
AES CORP	COM	00130H10	520,507	27,095,641	SH	DEFINED	1,2,5,6,7,8,
AETNA INC NEW	COM	00817Y10	1,143,125	28,204,416	SH	DEFINED	1,2,5,6,7,8,
AFC ENTERPRISES INC	COM	00104Q10	4,352	544,675	SH	DEFINED	1,2,6
AFFILIATED COMPUTER	CL A	00819010	171,148	3,199,631	SH	DEFINED	1,2,5,6,7,8,
AFFILIATED MANAGERS	COM	00825210	66,217	735,251	SH	DEFINED	1,2,5,6
AFFYMAX INC	COM	00826A10	2,370	148,986	SH	DEFINED	1,2,6
AFFYMETRIX INC	COM	00826T10	20,086	1,952,037	SH	DEFINED	1,2,5,6
AFLAC INC	COM	00105510	984,353	15,674,412	SH	DEFINED	1,2,5,6,7,8,
AGCO CORP	COM	00108410	98,626	1,881,818	SH	DEFINED	1,2,5,7,8,10
AGFEED INDUSTRIES IN	COM	00846L10	3,445	230,138	SH	DEFINED	1,2
AGILENT TECHNOLOGIES	COM	00846U10	404,354	11,377,436	SH	DEFINED	1,2,5,6,7,8,
AGILYSYS INC	COM	00847J10	6,689	589,860	SH	DEFINED	1,2
AGL RES INC	COM	00120410	46,247	1,337,406	SH	DEFINED	1,2,5
AGNICO EAGLE MINES L	COM	00847410	254	3,421	SH	DEFINED	1
AGREE REALTY CORP	COM	00849210	3,003	136,210	SH	DEFINED	1,2,3
AGRIUM INC	COM	00891610	802	7,457	SH	DEFINED	1
AIR METHODS CORP	COM PAR \$.	00912830	5,337	213,485	SH	DEFINED	1,2,6
AIR PRODS & CHEMS IN	COM	00915810	641,384	6,487,805	SH	DEFINED	1,2,5,6,7,8,
AIR TRANSPORT SERVIC	COM	00922R10	68	67,650	SH	DEFINED	1,2
AIRCASTLE LTD	COM	G0129K10	5,316	632,096	SH	DEFINED	1,2
AIRGAS INC	COM	00936310	74,658	1,278,605	SH	DEFINED	1,2,5,7
AIRSPAN NETWORKS INC	COM	00950H10	13	17,069	SH	DEFINED	1
AIRTRAN HLDGS INC	COM	00949P10	4,866	2,385,104	SH	DEFINED	1,2,6
AIRVANA INC	COM	00950V10	1,516	282,796	SH	DEFINED	1,2
AK STL HLDG CORP	COM	00154710	334,263	4,844,389	SH	DEFINED	1,2,5,6,7,8,
AKAMAI TECHNOLOGIES	COM	00971T10	171,511	4,929,907	SH	DEFINED	1,2,5,6,7,8,
AKEENA SOLAR INC DE	COM	00972010	1,350	240,159	SH	DEFINED	1,2

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT	PRN CALL DISCRETION	OTHER M
AKORN INC	COM	00972810	2,422	731,756	SH	DEFINED	1,2,5,6
ALAMO GROUP INC	COM	01131110	1,443	70,079	SH	DEFINED	1,2
ALASKA AIR GROUP INC	COM	01165910	16,175	1,054,461	SH	DEFINED	1,2
ALASKA COMMUNICATION	COM	01167P10	8,732	731,310	SH	DEFINED	1,2
ALBANY INTL CORP	CL A	01234810	16,201	558,672	SH	DEFINED	1,2
ALBANY MOLECULAR RES	COM	01242310	10,880	819,897	SH	DEFINED	1,2,5
ALBEMARLE CORP	COM	01265310	65,772	1,648,010	SH	DEFINED	1,2,5
ALBERTO CULVER CO NE	COM	01307810	46,683	1,777,060	SH	DEFINED	1,2,5,6,7,12
ALCATEL-LUCENT	SPONSORED	01390430	8,202	1,357,909	SH	DEFINED	1,2,5,8,12

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

ALCOA INC	COM	01381710	1,143,181	32,093,794	SH	DEFINED	1,2,5,6,7,8,
ALCON INC	COM SHS	H0130110	26,149	160,631	SH	DEFINED	1,2,5,7,8,12
ALESCO FINL INC	COM	01448510	491	245,529	SH	DEFINED	1,2
ALEXANDER & BALDWIN	COM	01448210	29,354	644,431	SH	DEFINED	1,2,5
ALEXANDERS INC	COM	01475210	24,379	78,491	SH	DEFINED	1,2,3,5,6
ALEXANDRIA REAL ESTA	COM	01527110	93,234	957,815	SH	DEFINED	1,2,3,5
ALEXION PHARMACEUTIC	COM	01535110	60,035	828,072	SH	DEFINED	1,2,5,6
ALEXZA PHARMACEUTICA	COM	01538410	853	216,608	SH	DEFINED	1,2
ALFACELL CORP	COM	01540410	16	36,415	SH	DEFINED	1,2
ALICO INC	COM	01623010	1,867	53,854	SH	DEFINED	1,2
ALIGN TECHNOLOGY INC	COM	01625510	9,800	934,259	SH	DEFINED	1,2,5,6
ALKERMES INC	COM	01642T10	30,595	2,475,312	SH	DEFINED	1,2,5,6
ALLEGHANY CORP DEL	COM	01717510	18,051	54,363	SH	DEFINED	1,2,5
ALLEGHENY ENERGY INC	COM	01736110	263,070	5,249,856	SH	DEFINED	1,2,5,6,7,8,
ALLEGHENY TECHNOLOGI	COM	01741R10	213,906	3,608,404	SH	DEFINED	1,2,5,6,7,8,
ALLEGIAN TRAVEL CO	COM	01748X10	4,959	266,756	SH	DEFINED	1,2,6
ALLERGAN INC	COM	01849010	461,597	8,868,340	SH	DEFINED	1,2,5,6,7,8,
ALLETE INC	COM NEW	01852230	20,168	480,188	SH	DEFINED	1,2,5
ALLIANCE DATA SYSTEM	COM	01858110	88,232	1,560,249	SH	DEFINED	1,2,5,7,8,10
ALLIANCE FIBER OPTIC	COM	01868010	15	10,771	SH	DEFINED	1
ALLIANCE HOLDINGS GP	COM UNITS	01861G10	232	7,777	SH	DEFINED	1,2
ALLIANCE IMAGING INC	COM NEW	01860620	6,542	754,613	SH	DEFINED	1,2,6
ALLIANCE ONE INTL IN	COM	01877210	12,431	2,432,691	SH	DEFINED	1,2,5,6
ALLIANCE RES PARTNER	UT LTD PAR	01877R10	1,637	29,395	SH	DEFINED	1,2
ALLIANCEBERNSTEIN HO	UNIT LTD P	01881G10	6,767	123,758	SH	DEFINED	1,2,5
ALLIANT ENERGY CORP	COM	01880210	75,183	2,194,485	SH	DEFINED	1,2,5,7,8,10
ALLIANT TECHSYSTEMS	COM	01880410	68,169	670,426	SH	DEFINED	1,2,5,6,12
ALLIANZ SE	SP ADR 1/1	01880510	4,292	245,959	SH	DEFINED	1,2
ALLIED CAP CORP NEW	COM	01903Q10	55,411	3,989,258	SH	DEFINED	1,2,5,7,8,10
ALLIED HEALTHCARE IN	COM	01923A10	54	27,326	SH	DEFINED	1
ALLIED IRISH BKS P L	SPON ADR O	01922840	896	29,088	SH	DEFINED	1
ALLIED NEVADA GOLD C	COM	01934410	3,230	548,406	SH	DEFINED	1,2
ALLIED WASTE INDS IN	COM PAR\$.0	01958930	131,608	10,428,546	SH	DEFINED	1,2,5,6,10,1
ALLIED WRLD ASSUR CO	SHS	G0219G20	21,792	550,013	SH	DEFINED	1,2,5,7
ALLION HEALTHCARE IN	COM	01961510	223	39,215	SH	DEFINED	1,5
ALLIS CHALMERS ENERG	COM PAR \$.	01964550	8,891	499,496	SH	DEFINED	1,2,5,6
ALLOS THERAPEUTICS I	COM	01977710	4,994	722,671	SH	DEFINED	1,2,5,6
ALLOY INC	NEW COM	01985530	105	14,486	SH	DEFINED	1
ALLSCRIPTS HEALTHCAR	COM	01988P10	14,338	1,155,347	SH	DEFINED	1,2,6,8
ALLSTATE CORP	COM	02000210	895,698	19,646,815	SH	DEFINED	1,2,5,6,7,8,
ALMOST FAMILY INC	COM	02040910	1,640	61,663	SH	DEFINED	1,2
ALNYLAM PHARMACEUTIC	COM	02043Q10	26,775	1,001,680	SH	DEFINED	1,2,5,6
ALON USA ENERGY INC	COM	02052010	2,386	199,523	SH	DEFINED	1,2,6

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
ALPHA NATURAL RESOUR	COM	02076X10	116,444	1,116,542	SH	DEFINED 1,2,5,6
ALPHARMA INC	CL A	02081310	21,087	935,933	SH	DEFINED 1,2,5,6
ALPHATEC HOLDINGS IN	COM	02081G10	1,018	249,602	SH	DEFINED 1,2
ALTAIR NANOTECHNOLOG	COM	02137310	186	109,119	SH	DEFINED 1,5
ALTERA CORP	COM	02144110	209,649	10,127,968	SH	DEFINED 1,2,5,6,7,8,
ALTRA HOLDINGS INC	COM	02208R10	5,542	329,656	SH	DEFINED 1,2
ALTRIA GROUP INC	COM	02209S10	1,727,015	83,998,795	SH	DEFINED 1,2,5,6,7,8,
ALTUS PHARMACEUTICAL	COM	02216N10	111	24,853	SH	DEFINED 1,2

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

ALUMINA LTD	SPONSORED	02220510	634	35,005	SH	DEFINED	1
AMAG PHARMACEUTICALS	COM	00163U10	8,360	245,164	SH	DEFINED	1,2,5,6
AMAZON COM INC	COM	02313510	642,684	8,764,272	SH	DEFINED	1,2,5,6,7,8,
AMB PROPERTY CORP	COM	00163T10	179,121	3,555,393	SH	DEFINED	1,2,3,5,7,8,
AMBAC FINL GROUP INC	COM	02313910	7,251	5,410,844	SH	DEFINED	1,2,5,6,12
AMBASSADORS GROUP IN	COM	02317710	3,729	249,905	SH	DEFINED	1,2,6
AMBASSADORS INTL INC	COM	02317810	48	10,884	SH	DEFINED	1,2
AMCOL INTL CORP	COM	02341W10	10,830	380,550	SH	DEFINED	1,2
AMCOMP INC	COM	02342J10	1,251	128,712	SH	DEFINED	1,2
AMCORE FINL INC	COM	02391210	2,183	385,730	SH	DEFINED	1,2,5
AMDOCS LTD	ORD	G0260210	46,911	1,594,519	SH	DEFINED	1,2,5,12
AMEDISYS INC	COM	02343610	22,923	454,635	SH	DEFINED	1,2,6
AMERCO	COM	02358610	9,309	195,239	SH	DEFINED	1,2,6
AMEREN CORP	COM	02360810	285,125	6,751,710	SH	DEFINED	1,2,5,6,7,8,
AMERICA MOVIL SAB DE	SPON ADR L	02364W10	131,787	2,498,340	SH	DEFINED	1,2,4,5,7
AMERICA SVC GROUP IN	COM	02364L10	125	13,673	SH	DEFINED	1,5
AMERICAN APPAREL INC	COM	02385010	2,444	367,554	SH	DEFINED	1,2
AMERICAN AXLE & MFG	COM	02406110	8,246	1,032,002	SH	DEFINED	1,2,5
AMERICAN CAMPUS CMNT	COM	02483510	30,527	1,096,500	SH	DEFINED	1,2,3
AMERICAN CAPITAL AGE	COM	02503X10	1,987	119,436	SH	DEFINED	1,2
AMERICAN CAPITAL STR	COM	02493710	139,834	5,882,776	SH	DEFINED	1,2,5,6,7,8,
AMERICAN COMMERCIAL	COM NEW	02519520	7,077	647,458	SH	DEFINED	1,2,6
AMERICAN DAIRY INC	COM	02533410	473	59,966	SH	DEFINED	1,2
AMERICAN EAGLE OUTFI	COM	02553E10	64,082	4,701,517	SH	DEFINED	1,2,5,7,8,10
AMERICAN ECOLOGY COR	COM NEW	02553340	6,627	224,416	SH	DEFINED	1,2,6
AMERICAN ELEC PWR IN	COM	02553710	583,826	14,512,204	SH	DEFINED	1,2,5,6,7,8,
AMERICAN EQTY INVT L	COM	02567620	10,585	1,298,759	SH	DEFINED	1,2
AMERICAN EXPRESS CO	COM	02581610	1,723,571	45,754,468	SH	DEFINED	1,2,5,6,7,8,
AMERICAN FINL GROUP	COM	02593210	32,278	1,206,645	SH	DEFINED	1,2,5,7
AMERICAN GREETINGS C	CL A	02637510	24,058	1,949,610	SH	DEFINED	1,2,5
AMERICAN INTL GROUP	COM	02687410	2,548,652	96,320,952	SH	DEFINED	1,2,5,6,7,8,
AMERICAN INTL GROUP	UNIT 99/99	02687411	797	13,350	SH	DEFINED	1
AMERICAN LD LEASE IN	COM	02711810	601	31,614	SH	DEFINED	1,2,3,5
AMERICAN MED SYS HLD	COM	02744M10	22,225	1,486,603	SH	DEFINED	1,2,6
AMERICAN MTG ACCEP C	SH BEN INT	02756810	15	25,648	SH	DEFINED	1
AMERICAN NATL INS CO	COM	02859110	14,488	147,811	SH	DEFINED	1,2,5
AMERICAN OIL & GAS I	COM	02872310	1,796	458,219	SH	DEFINED	1,2
AMERICAN ORIENTAL BI	COM	02873110	9,244	936,599	SH	DEFINED	1,2,6
AMERICAN PHYSICIANS	COM	02888410	14,465	298,612	SH	DEFINED	1,2
AMERICAN PUBLIC EDUC	COM	02913V10	5,356	137,195	SH	DEFINED	1,2,6
AMERICAN RAILCAR IND	COM	02916P10	2,389	142,348	SH	DEFINED	1,2,6
AMERICAN REPROGRAPHI	COM	02926310	8,112	487,184	SH	DEFINED	1,2,6
AMERICAN SAFETY INS	ORD	G0299510	1,598	111,125	SH	DEFINED	1,2
AMERICAN SCIENCE & E	COM	02942910	6,632	128,702	SH	DEFINED	1,2,6

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
AMERICAN SOFTWARE IN	CL A	02968310	1,279	226,811	SH	DEFINED 1,2
AMERICAN STS WTR CO	COM	02989910	13,759	393,786	SH	DEFINED 1,2
AMERICAN SUPERCONduc	COM	03011110	26,618	742,489	SH	DEFINED 1,2,5,6
AMERICAN TECHNOLOGY	COM NEW	03014520	57	30,707	SH	DEFINED 1,2
AMERICAN TOWER CORP	CL A	02991220	482,363	11,416,873	SH	DEFINED 1,2,5,6,7,8,
AMERICAN VANGUARD CO	COM	03037110	2,983	242,530	SH	DEFINED 1,2,6
AMERICAN WOODMARK CO	COM	03050610	6,972	329,934	SH	DEFINED 1,2

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

AMERICAN WTR WKS CO	COM	03042010	10,112	455,914	SH	DEFINED	1,2
AMERICANWEST BANCORP	COM	03058P10	86	37,966	SH	DEFINED	1,2
AMERICAS CAR MART IN	COM	03062T10	1,978	110,396	SH	DEFINED	1,2,5
AMERICREDIT CORP	COM	03060R10	18,405	2,135,195	SH	DEFINED	1,2,5
AMERIGAS PARTNERS L	UNIT L P I	03097510	1,348	42,339	SH	DEFINED	1,2
AMERIGON INC	COM	03070L30	2,096	294,783	SH	DEFINED	1,2,5
AMERIGROUP CORP	COM	03073T10	65,791	3,163,042	SH	DEFINED	1,2,5,7,13
AMERIPRISE FINL INC	COM	03076C10	313,289	7,703,205	SH	DEFINED	1,2,5,6,7,8,
AMERIS BANCORP	COM	03076K10	1,954	224,608	SH	DEFINED	1,2
AMERISAFE INC	COM	03071H10	4,469	280,354	SH	DEFINED	1,2
AMERISOURCEBERGEN CO	COM	03073E10	220,055	5,502,763	SH	DEFINED	1,2,5,6,7,8,
AMERISTAR CASINOS IN	COM	03070Q10	5,384	389,581	SH	DEFINED	1,2,5
AMERITYRE CORP	COM	03073V10	17	12,400	SH	DEFINED	1
AMERON INTL INC	COM	03071010	16,665	138,898	SH	DEFINED	1,2
AMES NATL CORP	COM	03100110	1,108	66,222	SH	DEFINED	1,2
AMETEK INC NEW	COM	03110010	97,490	2,064,586	SH	DEFINED	1,2,5
AMGEN INC	NOTE	0.12 031162AN	908	1,000,000	SH	DEFINED	1
AMGEN INC	COM	03116210	1,694,718	35,935,506	SH	DEFINED	1,2,5,6,7,8,
AMICAS INC	COM	00171210	129	45,523	SH	DEFINED	1
AMICUS THERAPEUTICS	COM	03152W10	2,487	232,843	SH	DEFINED	1,2
AMKOR TECHNOLOGY INC	COM	03165210	34,454	3,309,701	SH	DEFINED	1,2,5,6
AMN HEALTHCARE SERVI	COM	00174410	16,051	948,655	SH	DEFINED	1,2,6
AMPAL AMERN ISRAEL C	CL A	03201510	1,166	258,467	SH	DEFINED	1,2
AMPCO-PITTSBURGH COR	COM	03203710	9,106	204,716	SH	DEFINED	1,2,6
AMPHENOL CORP NEW	CL A	03209510	159,941	3,563,748	SH	DEFINED	1,2,5,7,8,10
AMR CORP	COM	00176510	15,533	3,033,695	SH	DEFINED	1,2,5
AMREP CORP NEW	COM	03215910	1,264	26,562	SH	DEFINED	1,2
AMSURG CORP	COM	03232P40	17,121	703,109	SH	DEFINED	1,2
AMTRUST FINANCIAL SE	COM	03235930	7,806	619,514	SH	DEFINED	1,2,6
AMYLIN PHARMACEUTICA	COM	03234610	55,791	2,197,345	SH	DEFINED	1,2,5,7,8,10
ANADARKO PETE CORP	COM	03251110	1,194,084	15,955,164	SH	DEFINED	1,2,5,6,7,8,
ANADIGICS INC	COM	03251510	8,469	859,808	SH	DEFINED	1,2,5,6
ANADYS PHARMACEUTICA	COM	03252Q40	72	31,829	SH	DEFINED	1
ANALOG DEVICES INC	COM	03265410	311,451	9,803,317	SH	DEFINED	1,2,5,6,7,8,
ANALOGIC CORP	COM	PAR \$0 03265720	16,328	258,886	SH	DEFINED	1,2,6
ANALYSTS INTL CORP	COM	03268110	24	17,048	SH	DEFINED	1
ANAREN INC	COM	03274410	2,947	278,808	SH	DEFINED	1,2
ANCHOR BANCORP WIS I	COM	03283910	2,776	396,041	SH	DEFINED	1,2
ANDERSONS INC	COM	03416410	9,294	228,296	SH	DEFINED	1,2
ANESIVA INC COM	COM	03460L10	32	10,685	SH	DEFINED	1
ANGELICA CORP	COM	03466310	1,705	80,158	SH	DEFINED	1,2
ANGIODYNAMICS INC	COM	03475V10	8,033	589,783	SH	DEFINED	1,2
ANGLO AMERN PLC	ADR NEW	03485P20	606	17,102	SH	DEFINED	1
ANHEUSER BUSCH COS I	COM	03522910	1,346,821	21,680,963	SH	DEFINED	1,2,5,6,7,8,
ANIKA THERAPEUTICS I	COM	03525510	96	11,120	SH	DEFINED	1,5

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER M
ANIMAL HEALTH INTL I	COM	03525N10	97	15,537	SH	DEFINED	1,2
ANIXTER INTL INC	COM	03529010	34,988	588,135	SH	DEFINED	1,2,5
ANNALY CAP MGMT INC	COM	03571040	207,725	13,392,989	SH	DEFINED	1,2,5,7,8,10
ANNTAYLOR STORES COR	COM	03611510	31,086	1,297,418	SH	DEFINED	1,2,5
ANSOFT CORP	COM	03638410	15,383	422,607	SH	DEFINED	1,2,6
ANSYS INC	COM	03662Q10	50,818	1,078,471	SH	DEFINED	1,2,5,6,7,8

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

ANTHRACITE CAP INC	COM	03702310	11,101	1,576,785	SH	DEFINED	1,2
ANTIGENICS INC DEL	COM	03703210	47	24,522	SH	DEFINED	1
ANWORTH MORTGAGE ASS	COM	03734710	10,651	1,636,175	SH	DEFINED	1,2
AON CORP	COM	03738910	752,706	16,384,537	SH	DEFINED	1,2,5,6,7,8,
APAC CUSTOMER SERVIC	COM	00185E10	22	13,595	SH	DEFINED	1
APACHE CORP	COM	03741110	1,738,360	12,506,184	SH	DEFINED	1,2,5,6,7,8,
APARTMENT INVT & MGM	CL A	03748R10	181,107	5,317,285	SH	DEFINED	1,2,3,5,6,7,14
APCO ARGENTINA INC C	ORD	03748910	2,125	73,391	SH	DEFINED	1,2
APEX SILVER MINES LT	ORD	G0407410	3,757	765,230	SH	DEFINED	1,2,5,6
APOGEE ENTERPRISES I	COM	03759810	18,266	1,130,291	SH	DEFINED	1,2
APOLLO GROUP INC	CL A	03760410	230,212	5,201,351	SH	DEFINED	1,2,5,6,7,8,
APOLLO INVT CORP	COM	03761U10	44,091	3,076,861	SH	DEFINED	1,2
APP PHARMACEUTICALS	COM	00202H10	5,755	344,192	SH	DEFINED	1,2,5,6
APPLE INC	COM	03783310	4,590,559	27,416,145	SH	DEFINED	1,2,5,6,7,8,
APPLERA CORP	COM AP BIO	03802010	241,729	7,220,102	SH	DEFINED	1,2,5,6,7,8,
APPLERA CORP	COM CELERA	03802020	14,379	1,265,788	SH	DEFINED	1,2,5,6
APPLIED ENERGETICS I	COM	03819M10	100	63,175	SH	DEFINED	1,2,6
APPLIED INDL TECHNOL	COM	03820C10	27,236	1,126,839	SH	DEFINED	1,2
APPLIED MATLS INC	COM	03822210	800,722	41,944,601	SH	DEFINED	1,2,5,6,7,8,
APPLIED MICRO CIRCU	COM NEW	03822W40	8,590	1,003,494	SH	DEFINED	1,2,5,6
APPLIED SIGNAL TECHN	COM	03823710	2,176	159,320	SH	DEFINED	1,2
APPROACH RESOURCES I	COM	03834A10	2,738	102,201	SH	DEFINED	1,2,6
APRIA HEALTHCARE GRO	COM	03793310	27,704	1,428,757	SH	DEFINED	1,2,5
APTARGROUP INC	COM	03833610	47,528	1,132,962	SH	DEFINED	1,2,5
AQUA AMERICA INC	COM	03836W10	40,487	2,535,162	SH	DEFINED	1,2,5,7,8,10
AQUILA INC	COM	03840P10	38,253	10,146,771	SH	DEFINED	1,2,5
ARACRUZ CELULOSE S A	SPON ADR P	03849620	863	11,753	SH	DEFINED	1,2
ARBITRON INC	COM	03875Q10	24,981	525,906	SH	DEFINED	1,2,5,6
ARBOR RLTY TR INC	COM	03892310	2,328	259,583	SH	DEFINED	1,2
ARCADIA RES INC	COM	03920910	28	49,960	SH	DEFINED	1,5
ARCELORMITTAL SA LUX	NY REGISTR	03938L10	657	6,633	SH	DEFINED	1
ARCH CAP GROUP LTD	ORD	G0450A10	38,473	580,111	SH	DEFINED	1,2,5
ARCH CHEMICALS INC	COM	03937R10	14,489	437,066	SH	DEFINED	1,2
ARCH COAL INC	COM	03938010	244,147	3,253,990	SH	DEFINED	1,2,5,7,8,10
ARCHER DANIELS MIDLA	NOTE 0.87	039483AW	503	500,000	SH	DEFINED	1
ARCHER DANIELS MIDLA	COM	03948310	674,734	19,992,129	SH	DEFINED	1,2,5,6,7,8,
ARCSIGHT INC	COM	03966610	547	62,147	SH	DEFINED	1,2
ARCTIC CAT INC	COM	03967010	263	33,475	SH	DEFINED	1,2
ARDEA BIOSCIENCES IN	COM	03969P10	1,642	128,103	SH	DEFINED	1,2
ARDEN GROUP INC	CL A	03976210	3,529	27,843	SH	DEFINED	1,2
ARENA PHARMACEUTICAL	COM	04004710	5,148	991,902	SH	DEFINED	1,2,5,6
ARENA RESOURCES INC	COM	04004910	29,292	554,560	SH	DEFINED	1,2,5,6
ARES CAP CORP	COM	04010L10	13,701	1,359,243	SH	DEFINED	1,2
ARGO GROUP INTL HLDG	COM	G0464B10	18,487	550,868	SH	DEFINED	1,2,5
ARGON ST INC	COM	04014910	5,931	239,146	SH	DEFINED	1,2
ARIAD PHARMACEUTICAL	COM	04033A10	2,350	979,284	SH	DEFINED	1,2,5

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT	PRN CALL DISCRETION	OTHER M
ARIBA INC	COM NEW	04033V20	20,073	1,364,574	SH	DEFINED	1,2,5
ARKANSAS BEST CORP D	COM	04079010	25,393	693,032	SH	DEFINED	1,2
ARLINGTON TANKERS LT	COM	G0489910	3,807	163,975	SH	DEFINED	1,2
ARM HLDGS PLC	SPONSORED	04206810	112	22,089	SH	DEFINED	1



Edgar Filing: STATE STREET CORP - Form 13F-HR/A

ARMSTRONG WORLD INDS	COM	04247X10	6,003	205,426	SH	DEFINED	1,2
ARQULE INC	COM	04269E10	1,994	613,412	SH	DEFINED	1,2
ARRAY BIOPHARMA INC	COM	04269X10	2,928	622,918	SH	DEFINED	1,2,5,6
ARRIS GROUP INC	COM	04269Q10	19,076	2,257,517	SH	DEFINED	1,2,5
ARROW ELECTRS INC	COM	04273510	136,535	4,444,504	SH	DEFINED	1,2,5,7,8,10
ARROW FINL CORP	COM	04274410	2,120	116,960	SH	DEFINED	1,2,5
ARROWHEAD RESH CORP	COM	04279710	50	20,178	SH	DEFINED	1,2,5
ART TECHNOLOGY GROUP	COM	04289L10	5,934	1,854,240	SH	DEFINED	1,2,5,6
ARTESIAN RESOURCES C	CL A	04311320	257	13,973	SH	DEFINED	1
ARTHROCARE CORP	COM	04313610	18,589	455,498	SH	DEFINED	1,2,6
ARUBA NETWORKS INC	COM	04317610	4,078	779,801	SH	DEFINED	1,2,6
ARVINMERITOR INC	COM	04335310	27,599	2,211,440	SH	DEFINED	1,2,5
ASBURY AUTOMOTIVE GR	COM	04343610	8,350	649,844	SH	DEFINED	1,2,5
ASCENT SOLAR TECHNOL	COM	04363510	239	23,071	SH	DEFINED	1,2
ASHFORD HOSPITALITY	COM SHS	04410310	18,724	4,052,918	SH	DEFINED	1,2,3
ASHLAND INC NEW	COM	04420910	75,530	1,567,005	SH	DEFINED	1,2,5,6,10,1
ASHWORTH INC	COM	04516H10	175	50,055	SH	DEFINED	1,5
ASIAINFO HLDGS INC	COM	04518A10	6,013	508,678	SH	DEFINED	1,2,6
ASML HOLDING N V	NY REG SHS	N0705918	397	16,263	SH	DEFINED	1
ASPECT MED SYS INC	COM	04523510	110	17,451	SH	DEFINED	1,2
ASPEN INSURANCE HOLD	SHS	G0538410	67,001	2,830,638	SH	DEFINED	1,2,7,8,13
ASPENBIO PHARMA INC	COM	04534610	94	14,678	SH	DEFINED	1
ASSET ACCEP CAP CORP	COM	04543P10	2,739	224,136	SH	DEFINED	1,2
ASSISTED LIVING CONC	CL A	04544X10	4,595	835,389	SH	DEFINED	1,2,5,6
ASSOCIATED BANC CORP	COM	04548710	74,262	3,849,782	SH	DEFINED	1,2,5,7,8,10
ASSOCIATED ESTATES R	COM	04560410	7,620	711,491	SH	DEFINED	1,2,3,5
ASSURANT INC	COM	04621X10	327,452	4,964,401	SH	DEFINED	1,2,5,6,7,8,
ASSURED GUARANTY LTD	COM	G0585R10	19,048	1,058,785	SH	DEFINED	1,2
ASTA FDG INC	COM	04622010	112	12,366	SH	DEFINED	1,2
ASTEC INDS INC	COM	04622410	11,307	351,796	SH	DEFINED	1,2,5,6
ASTORIA FINL CORP	COM	04626510	28,723	1,430,417	SH	DEFINED	1,2,5,12
ASTRAZENECA PLC	SPONSORED	04635310	4,875	114,635	SH	DEFINED	1
ASYST TECHNOLOGY COR	COM	04648X10	2,608	730,635	SH	DEFINED	1,2,5
AT&T INC	COM	00206R10	6,506,754	193,136,050	SH	DEFINED	1,2,5,6,7,8,
ATC TECHNOLOGY CORP	COM	00211W10	14,576	626,138	SH	DEFINED	1,2,5
ATHENAHEALTH INC	COM	04685W10	8,397	272,979	SH	DEFINED	1,2,6
ATHEROGENICS INC	COM	04743910	27	46,755	SH	DEFINED	1
ATHEROS COMMUNICATIO	COM	04743P10	30,347	1,011,555	SH	DEFINED	1,2,5,6
ATLANTIC TELE NETWOR	COM NEW	04907920	4,007	145,643	SH	DEFINED	1,2
ATLAS AIR WORLDWIDE	COM NEW	04916420	23,972	484,684	SH	DEFINED	1,2,6
ATLAS AMER INC	COM	04916710	29,936	664,508	SH	DEFINED	1,2,5,6
ATLAS ENERGY RESOURC	COM	04930310	1,635	42,856	SH	DEFINED	1,2
ATLAS PIPELINE HOLDI	COM UNITS	04939R10	205	6,109	SH	DEFINED	1,2
ATLAS PIPELINE PARTN	UNIT L P I	04939210	1,894	48,480	SH	DEFINED	1,2
ATMEL CORP	COM	04951310	28,432	8,170,250	SH	DEFINED	1,2,5,6
ATMI INC	COM	00207R10	16,255	582,216	SH	DEFINED	1,2,5,6
ATMOS ENERGY CORP	COM	04956010	29,387	1,065,921	SH	DEFINED	1,2,5
ATP OIL & GAS CORP	COM	00208J10	25,274	640,328	SH	DEFINED	1,2,5,6

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M	
ATRION CORP	COM	04990410	1,418	14,803	SH	DEFINED	1,2
ATS MED INC	COM	00208310	60	28,307	SH	DEFINED	1
ATWOOD OCEANICS INC	COM	05009510	40,599	326,518	SH	DEFINED	1,2,5,6

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

AU OPTRONICS CORP	SPONSORED	00225510	8,838	557,966	SH	DEFINED	1
AUDIOVOX CORP	CL A	05075710	2,860	291,254	SH	DEFINED	1,2,5
AURORA OIL & GAS COR	COM	05203610	34	79,181	SH	DEFINED	1,5
AUTHENTEC INC	COM	05266010	3,289	315,597	SH	DEFINED	1,2
AUTHENTIDATE HLDG CO	COM	05266610	14	35,020	SH	DEFINED	1,2
AUTOBYTEL INC	COM	05275N10	91	64,176	SH	DEFINED	1,5
AUTODESK INC	COM	05276910	236,741	7,002,095	SH	DEFINED	1,2,5,6,7,8,
AUTOLIV INC	COM	05280010	40,123	860,632	SH	DEFINED	1,2,5,7,12
AUTOMATIC DATA PROCE	COM	05301510	658,966	15,727,103	SH	DEFINED	1,2,5,6,7,8,
AUTONATION INC	COM	05329W10	42,573	4,248,805	SH	DEFINED	1,2,5,6,7,8,
AUTOZONE INC	COM	05333210	306,898	2,536,140	SH	DEFINED	1,2,5,6,7,8,
AUXILIUM PHARMACEUTI	COM	05334D10	20,059	596,640	SH	DEFINED	1,2,6
AVALONBAY CMNTYS INC	COM	05348410	316,388	3,548,547	SH	DEFINED	1,2,3,5,6,7, 14
AVANEX CORP	COM	05348W10	3,124	2,764,641	SH	DEFINED	1,2,5
AVANIR PHARMACEUTICA	CL A NEW	05348P40	39	38,903	SH	DEFINED	1,5
AVANT IMMUNOTHERAPEU	COM NEW	05349120	5,566	382,249	SH	DEFINED	1,2
AVATAR HLDGS INC	COM	05349410	2,929	96,704	SH	DEFINED	1,2,5,6
AVENTINE RENEWABLE E	COM	05356X40	2,052	466,366	SH	DEFINED	1,2
AVERY DENNISON CORP	COM	05361110	129,593	2,949,992	SH	DEFINED	1,2,5,6,7,8,
AVI BIOPHARMA INC	COM	00234610	79	70,265	SH	DEFINED	1,2,5
AVID TECHNOLOGY INC	COM	05367P10	9,431	555,070	SH	DEFINED	1,2,5
AVIGEN INC	COM	05369010	76	26,202	SH	DEFINED	1,5
AVIS BUDGET GROUP	COM	05377410	33,601	4,014,475	SH	DEFINED	1,2,5,7
AVISTA CORP	COM	05379B10	32,075	1,494,628	SH	DEFINED	1,2,5
AVNET INC	COM	05380710	134,856	4,943,393	SH	DEFINED	1,2,5,7,8,10
AVOCENT CORP	COM	05389310	21,047	1,131,583	SH	DEFINED	1,2,5
AVON PRODS INC	COM	05430310	495,482	13,755,742	SH	DEFINED	1,2,5,6,7,8,
AVX CORP NEW	COM	00244410	24,505	2,166,687	SH	DEFINED	1,2,5
AWARE INC MASS	COM	05453N10	64	21,260	SH	DEFINED	1
AXA	SPONSORED	05453610	2,002	68,039	SH	DEFINED	1
AXCELIS TECHNOLOGIES	COM	05454010	8,635	1,769,435	SH	DEFINED	1,2,5,6
AXIS CAPITAL HOLDING	SHS	G0692U10	87,012	2,918,897	SH	DEFINED	1,2,5,7,8,10
AXSYS TECHNOLOGIES I	COM	05461510	6,014	115,562	SH	DEFINED	1,2,6
AXT INC	COM	00246W10	108	25,667	SH	DEFINED	1,2
AZZ INC	COM	00247410	7,090	177,704	SH	DEFINED	1,2,5
B & G FOODS INC NEW	CL A	05508R10	2,254	241,337	SH	DEFINED	1,2
BADGER METER INC	COM	05652510	11,000	217,689	SH	DEFINED	1,2,6
BAIDU COM INC	SPON ADR R	05675210	2,964	9,472	SH	DEFINED	1,7
BAKER HUGHES INC	COM	05722410	837,834	9,592,792	SH	DEFINED	1,2,5,6,7,8,
BAKER MICHAEL CORP	COM	05714910	3,650	166,831	SH	DEFINED	1,2
BALCHEM CORP	COM	05766520	5,694	246,176	SH	DEFINED	1,2
BALDOR ELEC CO	COM	05774110	25,474	728,233	SH	DEFINED	1,2,5
BALDWIN & LYONS INC	CL B	05775520	2,600	148,741	SH	DEFINED	1,2
BALL CORP	COM	05849810	143,630	3,008,586	SH	DEFINED	1,2,5,6,7,8,
BALLY TECHNOLOGIES I	COM	05874B10	31,000	917,145	SH	DEFINED	1,2,5,6
BANCFIRST CORP	COM	05945F10	6,450	150,708	SH	DEFINED	1,2
BANCO BILBAO VIZCAYA	SPONSORED	05946K10	8,190	431,747	SH	DEFINED	1,2,5,7,8,12
BANCO BRADESCO S A	SP ADR PFD	05946030	56,999	2,785,896	SH	DEFINED	1,2,4,7
BANCO DE CHILE	SPONSORED	05952010	243	5,439	SH	DEFINED	1

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER M
BANCO ITAU HLDG FINA	SP ADR 500	05960220	19,281	949,316	SH	DEFINED	1,2

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

BANCO LATINOAMERICAN CL E	P1699413	15,018	927,599	SH	DEFINED	1,2
BANCO MACRO SA	SPON ADR B 05961W10	5,292	318,420	SH	DEFINED	1,2,5
BANCO SANTANDER CHIL SP ADR REP	05965X10	5,348	124,351	SH	DEFINED	1,2,5
BANCO SANTANDER SA	ADR 05964H10	5,073	278,889	SH	DEFINED	1,2
BANCOLOMBIA S A	SPON ADR P 05968L10	82,650	2,632,995	SH	DEFINED	1,2,5,7
BANCORP INC DEL	COM 05969A10	107	14,054	SH	DEFINED	1,2
BANCORPSOUTH INC	COM 05969210	29,096	1,663,561	SH	DEFINED	1,2,5
BANCTRUST FINANCIAL	COM 05978R10	1,422	215,751	SH	DEFINED	1,2
BANK HAWAII CORP	COM 06254010	90,833	1,900,269	SH	DEFINED	1,2,5,7,13
BANK MONTREAL QUE	COM 06367110	238	5,775	SH	DEFINED	1
BANK MUTUAL CORP NEW	COM 06375010	8,003	797,128	SH	DEFINED	1,2,5
BANK NOVA SCOTIA HAL	COM 06414910	4,702	102,625	SH	DEFINED	1,7
BANK OF AMERICA CORP	COM 06050510	3,952,093	165,567,382	SH	DEFINED	1,2,5,6,7,8,
BANK OF GRANITE CORP	COM 06240110	174	24,522	SH	DEFINED	1,5
BANK OF NEW YORK MEL	COM 06405810	1,595,565	42,177,248	SH	DEFINED	1,2,5,6,7,8,
BANK OF THE OZARKS I	COM 06390410	2,594	174,554	SH	DEFINED	1,2,6
BANKATLANTIC BANCORP CL A	06590850	80	45,672	SH	DEFINED	1,2,5
BANKFINANCIAL CORP	COM 06643P10	5,667	435,625	SH	DEFINED	1,2
BANKRATE INC	COM 06646V10	13,899	355,736	SH	DEFINED	1,2,6
BANKUNITED FINL CORP CL A	06652B10	157	163,712	SH	DEFINED	1,2
BANNER CORP	COM 06652V10	3,178	358,710	SH	DEFINED	1,2
BARCLAYS BK PLC	DJAIG CMDT 06738C77	752	10,515	SH	DEFINED	1
BARCLAYS BK PLC	IP MSCI IN 06739F29	33,425	639,599	SH	DEFINED	1,4
BARCLAYS PLC	ADR 06738E20	1,506	65,057	SH	DEFINED	1,2
BARD C R INC	COM 06738310	260,542	2,962,390	SH	DEFINED	1,2,5,6,7,8,
BARE ESSENTUALS INC	COM 06751110	9,142	488,119	SH	DEFINED	1,2,5
BARNES & NOBLE INC	COM 06777410	25,542	1,028,272	SH	DEFINED	1,2,5
BARNES GROUP INC	COM 06780610	19,609	849,258	SH	DEFINED	1,2
BARR PHARMACEUTICALS	COM 06830610	136,502	3,027,992	SH	DEFINED	1,2,5,6,7,8,
BARRETT BILL CORP	COM 06846N10	57,560	968,853	SH	DEFINED	1,2,6
BARRICK GOLD CORP	COM 06790110	1,302	28,613	SH	DEFINED	1
BARRIER THERAPEUTICS	COM 06850R10	46	11,500	SH	DEFINED	1
BASIC ENERGY SVCS IN	COM 06985P10	29,565	938,576	SH	DEFINED	1,2,6
BASIN WTR INC	COM 07011T30	61	13,006	SH	DEFINED	1,2
BASSETT FURNITURE IN	COM 07020310	394	33,378	SH	DEFINED	1,2,5
BAUER EDDIE HLDGS IN	COM 07162510	136	32,699	SH	DEFINED	1,2
BAXTER INTL INC	COM 07181310	1,381,725	21,609,719	SH	DEFINED	1,2,5,6,7,8,
BB&T CORP	COM 05493710	456,592	20,052,367	SH	DEFINED	1,2,5,6,7,8,
BBVA BANCO FRANCES S SPONSORED	07329M10	54	10,233	SH	DEFINED	1,2
BE AEROSPACE INC	COM 07330210	38,294	1,644,208	SH	DEFINED	1,2,5,6
BEACON POWER CORP	COM 07367710	2,141	1,029,477	SH	DEFINED	1,2
BEACON ROOFING SUPPL	COM 07368510	7,614	717,665	SH	DEFINED	1,2,5,6
BEARINGPOINT INC	COM 07400210	2,854	3,523,418	SH	DEFINED	1,2,5,6
BEASLEY BROADCAST GR CL A	07401410	46	10,098	SH	DEFINED	1
BEAZER HOMES USA INC	COM 07556Q10	32,215	5,783,708	SH	DEFINED	1,2,5
BEBE STORES INC	COM 07557110	4,714	490,502	SH	DEFINED	1,2,6
BECKMAN COULTER INC	COM 07581110	96,105	1,423,151	SH	DEFINED	1,2,5,7,8,10
BECTON DICKINSON & C	COM 07588710	1,014,127	12,473,882	SH	DEFINED	1,2,5,6,7,8,
BED BATH & BEYOND IN	COM 07589610	206,291	7,341,311	SH	DEFINED	1,2,5,6,7,8,
BEL FUSE INC	CL B 07734730	4,269	172,773	SH	DEFINED	1,2,6
BELDEN INC	COM 07745410	27,487	811,300	SH	DEFINED	1,2,5

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
----------------	----------------	-------	---------------	-------------------	---	---------

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

BELO CORP	COM SER A	08055510	15,526	2,123,937	SH	DEFINED	1,2,5
BEMIS INC	COM	08143710	69,857	3,115,819	SH	DEFINED	1,2,5,6,7,10
BENCHMARK ELECTRS IN	COM	08160H10	22,832	1,397,279	SH	DEFINED	1,2,5
BENEFICIAL MUTUAL BA	COM	08173R10	5,645	509,897	SH	DEFINED	1,2,6
BENIHANA INC	CL A	08204720	75	11,852	SH	DEFINED	1,2
BENTLEY PHARMACEUTIC	COM	08265710	4,197	259,880	SH	DEFINED	1,2
BERKLEY W R CORP	COM	08442310	98,948	4,095,524	SH	DEFINED	1,2,5,7,8,10
BERKSHIRE HATHAWAY I	CL B	08467020	740,318	184,526	SH	DEFINED	1,2,5,7,8,10
BERKSHIRE HILLS BANC	COM	08468010	5,135	217,106	SH	DEFINED	1,2,5
BERRY PETE CO	CL A	08578910	50,225	853,001	SH	DEFINED	1,2,6
BEST BUY INC	COM	08651610	540,405	13,646,592	SH	DEFINED	1,2,5,6,7,8,
BEVERLY HILLS BANCOR	COM	08786610	21	12,700	SH	DEFINED	1
BGC PARTNERS INC	CL A	05541T10	2,981	394,896	SH	DEFINED	1,2,6
BHP BILLITON LTD	SPONSORED	08860610	10,745	126,132	SH	DEFINED	1,2
BHP BILLITON PLC	SPONSORED	05545E20	3,861	49,837	SH	DEFINED	1
BIDZ COM INC	COM	08883T20	237	27,228	SH	DEFINED	1
BIG 5 SPORTING GOODS	COM	08915P10	2,733	360,965	SH	DEFINED	1,2
BIG LOTS INC	COM	08930210	146,838	4,700,308	SH	DEFINED	1,2,5,6,7,10
BIGBAND NETWORKS INC	COM	08975050	1,764	372,850	SH	DEFINED	1,2,6
BIO RAD LABS INC	CL A	09057220	29,086	359,570	SH	DEFINED	1,2,5,6
BIOANALYTICAL SYS IN	COM	09058M10	73	14,300	SH	DEFINED	1
BIOCRYST PHARMACEUTI	COM	09058V10	98	34,968	SH	DEFINED	1,2,5
BIODEL INC	COM	09064M10	1,313	100,969	SH	DEFINED	1,2
BIOFORM MEDICAL INC	COM	09065G10	632	156,471	SH	DEFINED	1,2
BIOGEN IDEC INC	COM	09062X10	526,781	9,425,322	SH	DEFINED	1,2,5,6,7,8,
BIOJECT MED TECH INC	COM NEW	09059T20	5	11,509	SH	DEFINED	1
BIOLASE TECHNOLOGY I	COM	09091110	112	32,729	SH	DEFINED	1,5
BIOMARIN PHARMACEUTI	COM	09061G10	42,344	1,461,132	SH	DEFINED	1,2,5,6
BIOMED REALTY TRUST	COM	09063H10	55,795	2,274,552	SH	DEFINED	1,2,3
BIOMIMETIC THERAPEUT	COM	09064X10	2,572	215,744	SH	DEFINED	1,2
BIONOVO INC	COM	09064310	14	11,302	SH	DEFINED	1,2
BIO-REFERENCE LABS I	COM \$ .01 N	09057G60	3,326	149,089	SH	DEFINED	1,2
BIOSCRIP INC	COM	09069N10	167	64,587	SH	DEFINED	1,5
BJ SVCS CO	COM	05548210	315,383	9,874,247	SH	DEFINED	1,2,5,6,7,8,
BJS RESTAURANTS INC	COM	09180C10	2,506	257,601	SH	DEFINED	1,2,6
BJS WHOLESALE CLUB I	COM	05548J10	92,491	2,389,954	SH	DEFINED	1,2,5,6,7
BLACK & DECKER CORP	COM	09179710	96,832	1,683,746	SH	DEFINED	1,2,5,6,7,8,
BLACK BOX CORP DEL	COM	09182610	8,295	305,077	SH	DEFINED	1,2,5
BLACK HILLS CORP	COM	09211310	35,057	1,093,493	SH	DEFINED	1,2,5
BLACKBAUD INC	COM	09227Q10	17,648	824,687	SH	DEFINED	1,2,6
BLACKBOARD INC	COM	09193550	17,360	454,104	SH	DEFINED	1,2,6
BLACKROCK INC	COM	09247X10	37,285	210,649	SH	DEFINED	1,2,5
BLACKROCK KELSO CAPI	COM	09253310	1,070	113,066	SH	DEFINED	1,2
BLACKSTONE GROUP L P	COM UNIT L	09253U10	3,303	181,359	SH	DEFINED	1,2
BLOCK H & R INC	COM	09367110	214,121	10,005,648	SH	DEFINED	1,2,5,6,7,8,
BLOCKBUSTER INC	CL A	09367910	17,042	6,816,671	SH	DEFINED	1,2,5
BLOCKBUSTER INC	CL B	09367920	123	60,945	SH	DEFINED	1,5
BLOUNT INTL INC NEW	COM	09518010	6,810	586,598	SH	DEFINED	1,2,6
BLUE COAT SYSTEMS IN	COM NEW	09534T50	8,895	630,436	SH	DEFINED	1,2,5,6
BLUE DOLPHIN ENERGY	COM NEW	09539520	27	12,636	SH	DEFINED	1,2
BLUE NILE INC	COM	09578R10	8,505	200,020	SH	DEFINED	1,2,6
BLUEGREEN CORP	COM	09623110	1,758	290,564	SH	DEFINED	1,2

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
----------------	----------------	-------	---------------	-------------------	---	---------

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

BLUELINX HLDGS INC	COM	09624H10	343	96,770	SH	DEFINED	1,2
BLYTH INC	COM	09643P10	13,228	1,099,567	SH	DEFINED	1,2,5
BMB MUNAI INC	COM	09656A10	4,426	745,171	SH	DEFINED	1,2,7
BMC SOFTWARE INC	COM	05592110	366,269	10,174,132	SH	DEFINED	1,2,5,6,7,8,
BMP SUNSTONE CORP	COM	05569C10	1,800	315,784	SH	DEFINED	1,2
BOARDWALK PIPELINE P	UT LTD PAR	09662710	1,104	47,008	SH	DEFINED	1,2
BOB EVANS FARMS INC	COM	09676110	24,955	872,566	SH	DEFINED	1,2,5
BOEING CO	COM	09702310	2,041,025	31,056,374	SH	DEFINED	1,2,5,6,7,8,
BOIS D ARC ENERGY IN	COM	09738U10	6,098	250,852	SH	DEFINED	1,2,6
BOISE INC	COM	09746Y10	1,918	498,276	SH	DEFINED	1,2
BOK FINL CORP	COM NEW	05561Q20	11,350	212,342	SH	DEFINED	1,2,5
BOLT TECHNOLOGY CORP	COM	09769810	2,147	95,106	SH	DEFINED	1,2
BON-TON STORES INC	COM	09776J10	3,343	640,406	SH	DEFINED	1,2,5
BOOKHAM INC	COM	09856E10	2,039	1,206,619	SH	DEFINED	1,2,5
BOOTS & COOTS/INTL W	COM NEW	09946950	110	46,100	SH	DEFINED	1
BORDERS GROUP INC	COM	09970910	8,126	1,354,371	SH	DEFINED	1,2,5
BORGWARNER INC	COM	09972410	114,405	2,577,841	SH	DEFINED	1,2,5,7,8,10
BORLAND SOFTWARE COR	COM	09984910	109	80,285	SH	DEFINED	1,2,5
BOSTON BEER INC	CL A	10055710	9,719	238,909	SH	DEFINED	1,2,6
BOSTON PRIVATE FINL	COM	10111910	10,734	1,893,139	SH	DEFINED	1,2
BOSTON PROPERTIES IN	COM	10112110	486,657	5,394,109	SH	DEFINED	1,2,3,5,6,7, 14
BOSTON SCIENTIFIC CO	COM	10113710	521,564	42,438,041	SH	DEFINED	1,2,5,6,7,8,
BOTTOMLINE TECH DEL	COM	10138810	3,212	330,083	SH	DEFINED	1,2
BOWNE & CO INC	COM	10304310	8,943	701,412	SH	DEFINED	1,2
BOYD GAMING CORP	COM	10330410	11,426	909,742	SH	DEFINED	1,2,5
BP PLC	SPONSORED	05562210	2,778,313	39,935,504	SH	DEFINED	1,2,6
BP PRUDHOE BAY RTY T	UNIT BEN I	05563010	2,738	26,488	SH	DEFINED	1,2
BPZ RESOURCES INC	COM	05563910	25,686	873,685	SH	DEFINED	1,2,6
BRADY CORP	CL A	10467410	27,787	804,711	SH	DEFINED	1,2,5
BRANDYWINE RLTY TR	SH BEN INT	10536820	35,113	2,227,966	SH	DEFINED	1,2,3,5
BRASIL TELECOM PARTI	SPON ADR P	10553010	547	7,450	SH	DEFINED	1,2
BRE PROPERTIES INC	CL A	05564E10	74,524	1,721,901	SH	DEFINED	1,2,3,5
BREITBURN ENERGY PAR	COM UT LTD	10677610	1,370	63,332	SH	DEFINED	1,2
BRIGGS & STRATTON CO	COM	10904310	11,372	896,870	SH	DEFINED	1,2,5
BRIGHAM EXPLORATION	COM	10917810	10,849	685,355	SH	DEFINED	1,2
BRIGHTPOINT INC	COM NEW	10947340	10,052	1,377,048	SH	DEFINED	1,2,5,8
BRINKER INTL INC	COM	10964110	33,992	1,798,509	SH	DEFINED	1,2,5,12
BRINKS CO	COM	10969610	55,205	843,862	SH	DEFINED	1,2,5,6
BRISTOL MYERS SQUIBB	COM	11012210	1,338,312	65,188,137	SH	DEFINED	1,2,5,6,7,8,
BRISTOW GROUP INC	COM	11039410	15,419	311,560	SH	DEFINED	1,2
BRITISH AMERN TOB PL	SPONSORED	11044810	2,204	31,823	SH	DEFINED	1
BRITISH SKY BROADCAST	SPONSORED	11101310	686	18,346	SH	DEFINED	1
BROADCOM CORP	CL A	11132010	386,803	14,173,783	SH	DEFINED	1,2,5,6,7,8,
BROADPOINT SECURITIE	COM	11133V10	171	85,704	SH	DEFINED	1
BROADRIDGE FINL SOLU	COM	11133T10	56,107	2,665,412	SH	DEFINED	1,2,5,6,12
BROCADE COMMUNICATIO	COM NEW	11162130	32,300	3,919,867	SH	DEFINED	1,2,5,6,7,8
BRONCO DRILLING CO I	COM	11221110	6,723	365,781	SH	DEFINED	1,2,6
BROOKDALE SR LIVING	COM	11246310	10,366	509,129	SH	DEFINED	1,2,5,8
BROOKFIELD ASSET MGM	CL A LTD V	11258510	334	10,275	SH	DEFINED	1
BROOKFIELD HOMES COR	COM	11272310	2,315	188,507	SH	DEFINED	1,2,5
BROOKFIELD INFRASTR P	LP INT UNI	G1625210	485	24,748	SH	DEFINED	1,2,8,13
BROOKFIELD PPTYS COR	COM	11290010	4,997	280,886	SH	DEFINED	1,2,3

TITLE OF VALUE SHARES OR SH/ PUT/ INVESTMENT

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

NAME OF ISSUER	CLASS	CUSIP	(x1000)	PRN AMT	PRN CALL DISCRETION	OTHER M
BROOKLINE BANCORP IN	COM	11373M10	27,094	2,837,043	SH	DEFINED 1,2,5
BROOKS AUTOMATION IN	COM	11434010	11,148	1,348,057	SH	DEFINED 1,2,5
BROWN & BROWN INC	COM	11523610	40,967	2,355,798	SH	DEFINED 1,2,5,7,8,12
BROWN FORMAN CORP	CL A	11563710	569	7,490	SH	DEFINED 1,5
BROWN FORMAN CORP	CL B	11563720	180,497	2,388,479	SH	DEFINED 1,2,5,6,7,8,
BROWN SHOE INC NEW	COM	11573610	15,596	1,150,960	SH	DEFINED 1,2
BRUKER CORP	COM	11679410	16,899	1,315,072	SH	DEFINED 1,2,5,6
BRUNSWICK CORP	COM	11704310	17,055	1,608,953	SH	DEFINED 1,2,5,6
BRUSH ENGINEERED MAT	COM	11742110	10,858	444,649	SH	DEFINED 1,2,5,6
BRYN MAWR BK CORP	COM	11766510	1,341	76,644	SH	DEFINED 1,2
BT GROUP PLC	ADR	05577E10	279	7,011	SH	DEFINED 1
BUCA INC	COM	11776910	6	14,203	SH	DEFINED 1
BUCKEYE PARTNERS L P	UNIT LTD P	11823010	2,281	53,334	SH	DEFINED 1,2
BUCKEYE TECHNOLOGIES	COM	11825510	12,156	1,436,892	SH	DEFINED 1,2
BUCKLE INC	COM	11844010	24,577	537,443	SH	DEFINED 1,2
BUCYRUS INTL INC NEW	COM	11875910	57,079	781,691	SH	DEFINED 1,2,5
BUFFALO WILD WINGS I	COM	11984810	6,280	252,939	SH	DEFINED 1,2,5,6
BUILD A BEAR WORKSHO	COM	12007610	1,725	237,216	SH	DEFINED 1,2
BUILDERS FIRSTSOURCE	COM	12008R10	2,142	403,462	SH	DEFINED 1,2
BUILDING MATLS HLDG	COM	12011310	155	87,673	SH	DEFINED 1,2
BUNGE LIMITED	COM	G1696210	168,371	1,563,476	SH	DEFINED 1,2,5,7,8,10
BURGER KING HLDGS IN	COM	12120820	34,989	1,306,044	SH	DEFINED 1,2,5,7
BURLINGTON NORTHN SA	COM	12189T10	873,813	8,747,752	SH	DEFINED 1,2,5,6,7,8,
BWAY HOLDING COMPANY	COM	12429T10	198	22,948	SH	DEFINED 1
C D I CORP	COM	12507110	5,928	233,027	SH	DEFINED 1,2
C H ROBINSON WORLDWI	COM NEW	12541W20	259,770	4,736,870	SH	DEFINED 1,2,5,6,7,8,
C&D TECHNOLOGIES INC	COM	12466110	379	44,848	SH	DEFINED 1,5
CA INC	COM	12673P10	264,175	11,441,099	SH	DEFINED 1,2,5,6,7,8,
CABELAS INC	COM	12680430	9,458	859,055	SH	DEFINED 1,2
CABLEVISION SYS CORP	CL A NY CA	12686C10	79,165	3,502,889	SH	DEFINED 1,2,5,7,8,10
CABOT CORP	COM	12705510	132,164	5,436,623	SH	DEFINED 1,2,5,712
CABOT MICROELECTRONI	COM	12709P10	12,913	389,539	SH	DEFINED 1,2,5,6
CABOT OIL & GAS CORP	COM	12709710	199,012	2,938,312	SH	DEFINED 1,2,5,6,7,8,
CACHE INC	COM NEW	12715030	1,627	152,024	SH	DEFINED 1,2
CACI INTL INC	CL A	12719030	29,832	651,770	SH	DEFINED 1,2,5
CADBURY PLC	SPONS ADR	12721E10	683	13,572	SH	DEFINED 1
CADENCE DESIGN SYSTE	COM	12738710	71,745	7,103,467	SH	DEFINED 1,2,5,7,8,10
CADENCE FINL CORP	COM	12738A10	133	12,272	SH	DEFINED 1,5
CADENCE PHARMACEUTIC	COM	12738T10	1,380	226,683	SH	DEFINED 1,2,6
CADIZ INC	COM NEW	12753720	2,804	173,921	SH	DEFINED 1,2
CAE INC	COM	12476510	169	14,936	SH	DEFINED 1
CAI INTERNATIONAL IN	COM	12477X10	1,231	70,765	SH	DEFINED 1,2
CAL DIVE INTL INC DE	COM	12802T10	9,516	665,901	SH	DEFINED 1,2,5,6
CAL MAINE FOODS INC	COM NEW	12803020	17,322	525,077	SH	DEFINED 1,2,6
CALAMOS ASSET MGMT I	CL A	12811R10	5,916	347,381	SH	DEFINED 1,2,5,6
CALAMP CORP	COM	12812610	53	26,024	SH	DEFINED 1,5
CALAVO GROWERS INC	COM	12824610	1,202	98,163	SH	DEFINED 1,2
CALGON CARBON CORP	COM	12960310	8,857	572,903	SH	DEFINED 1,2,6
CALIFORNIA COASTAL C	COM NEW	12991520	49	12,927	SH	DEFINED 1,5
CALIFORNIA MICRO DEV	COM	13043910	93	29,822	SH	DEFINED 1
CALIFORNIA PIZZA KIT	COM	13054D10	4,591	410,303	SH	DEFINED 1,2,6
CALIFORNIA WTR SVC G	COM	13078810	9,559	291,686	SH	DEFINED 1,2

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
CALIPER LIFE SCIENCE	COM	13087210	1,320	509,663	SH	DEFINED 1,2
CALLAWAY GOLF CO	COM	13119310	28,722	2,427,909	SH	DEFINED 1,2,5,8
CALLIDUS SOFTWARE IN	COM	13123E50	1,459	291,719	SH	DEFINED 1,2
CALLON PETE CO DEL	COM	13123X10	10,933	399,604	SH	DEFINED 1,2
CALPINE CORP	COM NEW	13134730	65,177	2,889,050	SH	DEFINED 1,2,5
CALUMET SPECIALTY PR	UT LTD PAR	13147610	168	11,708	SH	DEFINED 1,2
CAMBREX CORP	COM	13201110	2,715	462,558	SH	DEFINED 1,2,5
CAMDEN NATL CORP	COM	13303410	1,915	82,279	SH	DEFINED 1,2,5
CAMDEN PPTY TR	SH BEN INT	13313110	76,032	1,717,840	SH	DEFINED 1,2,3,5,7,8,
CAMERON INTERNATIONAL	COM	13342B10	421,689	7,618,584	SH	DEFINED 1,2,5,6,7,8,
CAMPBELL SOUP CO	COM	13442910	289,626	8,655,896	SH	DEFINED 1,2,5,6,7,8,
CANADIAN NAT RES LTD	COM	13638510	524	5,222	SH	DEFINED 1
CANADIAN NATL RY CO	COM	13637510	692	14,394	SH	DEFINED 1
CANADIAN PAC RY LTD	COM	13645T10	489	7,395	SH	DEFINED 1
CANDELA CORP	COM	13690710	44	18,860	SH	DEFINED 1
CANO PETE INC	COM	13780110	4,144	521,894	SH	DEFINED 1,2,5
CANON INC	ADR	13800630	742	14,480	SH	DEFINED 1,2
CANTEL MEDICAL CORP	COM	13809810	1,763	174,189	SH	DEFINED 1,2
CAPELLA EDUCATION CO	COM	13959410	11,272	188,976	SH	DEFINED 1,2,6
CAPITAL CITY BK GROU	COM	13967410	3,908	179,581	SH	DEFINED 1,2
CAPITAL CORP OF THE	COM NEW	14006520	87	22,945	SH	DEFINED 1,2
CAPITAL ONE FINL COR	COM	14040H10	508,076	13,366,913	SH	DEFINED 1,2,5,6,7,8,
CAPITAL PRODUCT PART	COM UNIT L	Y1108210	249	12,568	SH	DEFINED 1,2
CAPITAL SOUTHWEST CO	COM	14050110	4,607	44,197	SH	DEFINED 1,2
CAPITAL SR LIVING CO	COM	14047510	2,463	326,707	SH	DEFINED 1,2
CAPITAL TRUST INC MD	CL A NEW	14052H50	4,898	254,995	SH	DEFINED 1,2
CAPITALSOURCE INC	COM	14055X10	16,775	1,513,990	SH	DEFINED 1,2,5
CAPITOL BANCORP LTD	COM	14056D10	1,862	207,574	SH	DEFINED 1,2
CAPITOL FED FINL	COM	14057C10	9,123	242,566	SH	DEFINED 1,2,5
CAPLEASE INC	COM	14028810	5,535	738,937	SH	DEFINED 1,2,3
CAPSTEAD MTG CORP	COM NO PAR	14067E50	8,000	737,321	SH	DEFINED 1,2
CAPSTONE TURBINE COR	COM	14067D10	8,297	1,980,270	SH	DEFINED 1,2,5
CAPTARIS INC	COM	14071N10	239	58,891	SH	DEFINED 1
CARACO PHARMACEUTICA	COM	14075T10	2,240	169,691	SH	DEFINED 1,2,5
CARAUSTAR INDS INC	COM	14090910	329	113,092	SH	DEFINED 1
CARBO CERAMICS INC	COM	14078110	25,900	443,872	SH	DEFINED 1,2,6
CARDIAC SCIENCE CORP	COM	14141A10	2,627	320,420	SH	DEFINED 1,2,5
CARDICA INC	COM	14141R10	87	10,300	SH	DEFINED 1
CARDINAL FINL CORP	COM	14149F10	1,674	267,359	SH	DEFINED 1,2
CARDINAL HEALTH INC	COM	14149Y10	556,944	10,797,675	SH	DEFINED 1,2,5,6,7,8,
CARDIONET INC	COM	14159L10	1,192	44,752	SH	DEFINED 1,2
CARDTRONICS INC	COM	14161H10	1,499	168,965	SH	DEFINED 1,2
CARE INVESTMENT TRUS	COM	14165710	1,284	136,183	SH	DEFINED 1,2
CAREER EDUCATION COR	COM	14166510	26,694	1,827,072	SH	DEFINED 1,2,5,12
CARLISLE COS INC	COM	14233910	32,930	1,135,510	SH	DEFINED 1,2,5
CARMAX INC	COM	14313010	58,924	4,152,496	SH	DEFINED 1,2,5,7,8,10
CARMIKE CINEMAS INC	COM	14343640	109	18,545	SH	DEFINED 1,2
CARNIVAL CORP	PAIRED CTF	14365830	390,276	11,840,900	SH	DEFINED 1,2,5,6,7,8,
CARNIVAL PLC	ADR	14365C10	444	13,900	SH	DEFINED 1
CARPENTER TECHNOLOGY	COM	14428510	36,298	831,560	SH	DEFINED 1,2,5,6
CARRIAGE SVCS INC	COM	14390510	129	19,570	SH	DEFINED 1
CARRIZO OIL & CO INC	COM	14457710	26,847	394,285	SH	DEFINED 1,2,6

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER M
CARROLS RESTAURANT G	COM	14574X10	71	13,611	SH	DEFINED	1,2
CARTER INC	COM	14622910	12,796	925,916	SH	DEFINED	1,2
CASCADE BANCORP	COM	14715410	3,261	423,457	SH	DEFINED	1,2
CASCADE CORP	COM	14719510	7,566	178,789	SH	DEFINED	1,2
CASELLA WASTE SYS IN	CL A	14744810	3,765	308,865	SH	DEFINED	1,2
CASEYS GEN STORES IN	COM	14752810	28,174	1,215,965	SH	DEFINED	1,2,5,6
CASH AMER INTL INC	COM	14754D10	14,967	482,797	SH	DEFINED	1,2,6
CASH SYSTEMS INC	COM	14756B10	5	11,000	SH	DEFINED	1,5
CASS INFORMATION SYS	COM	14808P10	2,813	87,826	SH	DEFINED	1,2
CASTLE A M & CO	COM	14841110	9,479	331,320	SH	DEFINED	1,2
CASTLEPOINT HOLDINGS	COM	G1952211	8,271	909,857	SH	DEFINED	1,2
CASUAL MALE RETAIL G	COM	14871110	1,528	500,995	SH	DEFINED	1,2
CATALYST SEMICONDUCT	COM	14888110	103	23,835	SH	DEFINED	1
CATAPULT COMMUNICATI	COM	14901610	129	18,130	SH	DEFINED	1
CATERPILLAR INC DEL	COM	14912310	1,895,036	25,671,036	SH	DEFINED	1,2,5,6,7,8,
CATHAY GENERAL BANCO	COM	14915010	23,791	2,188,665	SH	DEFINED	1,2,5
CATO CORP NEW	CL A	14920510	9,227	647,970	SH	DEFINED	1,2
CAVCO INDS INC DEL	COM	14956810	2,329	71,171	SH	DEFINED	1,2,5
CAVIUM NETWORKS INC	COM	14965A10	9,103	433,485	SH	DEFINED	1,2,6
CB RICHARD ELLIS GRO	CL A	12497T10	109,778	5,717,621	SH	DEFINED	1,2,5,6,7,8,
CBeyond INC	COM	14984710	5,341	333,374	SH	DEFINED	1,2,5,6
CBIZ INC	COM	12480510	8,090	1,017,614	SH	DEFINED	1,2,6
CBL & ASSOC PPTYS IN	COM	12483010	34,920	1,528,892	SH	DEFINED	1,2,3,5
CBRE REALTY FINANCE	COM	12498B30	144	41,805	SH	DEFINED	1,2
CBRL GROUP INC	COM	12489V10	14,715	600,351	SH	DEFINED	1,2,5
CBS CORP NEW	CL B	12485720	466,616	23,941,325	SH	DEFINED	1,2,5,6,7,8,
CDC CORP	SHS A	G2022L10	42	16,735	SH	DEFINED	1,5
CDN IMPERIAL BK OF C	COM	13606910	341	6,201	SH	DEFINED	1
CEC ENTMT INC	COM	12513710	20,208	721,457	SH	DEFINED	1,2,5,6
CEDAR FAIR L P	DEPOSITRY	15018510	1,527	81,270	SH	DEFINED	1,2
CEDAR SHOPPING CTRS	COM NEW	15060220	17,745	1,514,059	SH	DEFINED	1,2,3
CELADON GROUP INC	COM	15083810	3,574	357,756	SH	DEFINED	1,2
CELANESE CORP DEL	COM SER A	15087010	250,099	5,477,421	SH	DEFINED	1,2,5,7,8,10
CELGENE CORP	COM	15102010	829,880	12,993,271	SH	DEFINED	1,2,5,6,7,8,
CELL GENESYS INC	COM	15092110	2,936	1,129,091	SH	DEFINED	1,2,5
CELL THERAPEUTICS IN	COM NEW	15093440	19	39,309	SH	DEFINED	1,5
CELLCOM ISRAEL LTD	SHS	M2196U10	3,107	90,827	SH	DEFINED	1,2,5
CEMEX SAB DE CV	SPON ADR N	15129088	85,050	3,443,311	SH	DEFINED	1,2,4,5,7
CENTENE CORP DEL	COM	15135B10	29,305	1,745,387	SH	DEFINED	1,2
CENTENNIAL COMMUNCTN	CL A NEW	15133V20	11,399	1,630,797	SH	DEFINED	1,2,6
CENTER FINL CORP CAL	COM	15146E10	97	11,442	SH	DEFINED	1,2
CENTERLINE HOLDINGS	SH BEN INT	15188T10	125	74,977	SH	DEFINED	1,2,5
CENTERPOINT ENERGY I	COM	15189T10	205,623	12,811,381	SH	DEFINED	1,2,5,6,7,8,
CENTERSTATE BKS FLA	COM	15201P10	1,061	96,209	SH	DEFINED	1,2
CENTEX CORP	COM	15231210	69,449	5,194,372	SH	DEFINED	1,2,5,6,7,8,
CENTILLIUM COMMUNICA	COM	15231910	49	74,555	SH	DEFINED	1,5
CENTRAL EUROPEAN DIS	COM	15343510	26,935	363,256	SH	DEFINED	1,2,5,6,7
CENTRAL EUROPEAN MED	CL A NEW	G2004520	25,252	278,937	SH	DEFINED	1,2,5,7
CENTRAL FED CORP	COM	15346Q10	116	30,900	SH	DEFINED	1
CENTRAL GARDEN & PET	COM	15352710	80	17,501	SH	DEFINED	1,2,5
CENTRAL GARDEN & PET	CL A NON-V	15352720	4,467	1,089,540	SH	DEFINED	1,2
CENTRAL PAC FINL COR	COM	15476010	15,509	1,454,915	SH	DEFINED	1,2



Edgar Filing: STATE STREET CORP - Form 13F-HR/A

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER M
CENTRAL VT PUB SVC C	COM	15577110	3,162	163,263	SH	DEFINED	1,2
CENTURY ALUM CO	COM	15643110	33,113	498,021	SH	DEFINED	1,2,5,7
CENTURY CASINOS INC	COM	15649210	51	15,562	SH	DEFINED	1,5
CENTURYTEL INC	COM	15670010	120,778	3,393,580	SH	DEFINED	1,2,5,6,8,10
CENVEO INC	COM	15670S10	9,062	927,493	SH	DEFINED	1,2,5
CEPHALON INC	NOTE	2.00 156708AP	766	500,000	SH	DEFINED	1
CEPHALON INC	COM	15670810	102,310	1,534,115	SH	DEFINED	1,2,5,7,8,10
CEPHEID	COM	15670R10	43,447	1,545,060	SH	DEFINED	1,2,5,6
CERADYNE INC	COM	15671010	26,466	771,615	SH	DEFINED	1,2,5,6
CERNER CORP	COM	15678210	49,922	1,104,954	SH	DEFINED	1,2,5
CERUS CORP	COM	15708510	149	36,547	SH	DEFINED	1,5
CEVA INC	COM	15721010	1,914	240,132	SH	DEFINED	1,2
CF INDS HLDGS INC	COM	12526910	263,252	1,722,851	SH	DEFINED	1,2,5,7,8,10
CFS BANCORP INC	COM	12525D10	195	16,568	SH	DEFINED	1,5
CGG VERITAS	SPONSORED	20438610	614	13,012	SH	DEFINED	1,2,5
CH ENERGY GROUP INC	COM	12541M10	9,228	259,438	SH	DEFINED	1,2,5
CHAD THERAPEUTICS IN	COM	15722810	5	27,600	SH	DEFINED	1
CHAMPION ENTERPRISES	COM	15849610	32,940	5,630,812	SH	DEFINED	1,2,5,6
CHARLES & COLVARD LT	COM	15976510	11	10,104	SH	DEFINED	1
CHARLES RIV LABS INT	COM	15986410	90,459	1,415,193	SH	DEFINED	1,2,5,7,8,10
CHARLOTTE RUSSE HLDG	COM	16104810	8,133	457,927	SH	DEFINED	1,2
CHARMING SHOPPES INC	COM	16113310	17,103	3,726,197	SH	DEFINED	1,2,5
CHART INDS INC	COM	PAR \$0 16115Q30	22,075	453,836	SH	DEFINED	1,2,6
CHARTER COMMUNICATIO	CL A	16117M10	7,005	6,671,490	SH	DEFINED	1,2,5,6
CHATTEM INC	COM	16245610	19,409	298,368	SH	DEFINED	1,2,6
CHECK POINT SOFTWARE	ORD	M2246510	12,325	520,683	SH	DEFINED	1,2,5,7,12
CHECKPOINT SYS INC	COM	16282510	15,943	763,570	SH	DEFINED	1,2
CHEESECAKE FACTORY I	COM	16307210	25,320	1,591,482	SH	DEFINED	1,2,5,6
CHELSEA THERAPEUTICS	COM	16342810	140	28,589	SH	DEFINED	1,2
CHEMED CORP NEW	COM	16359R10	15,500	423,376	SH	DEFINED	1,2,6
CHEMICAL FINL CORP	COM	16373110	8,665	424,772	SH	DEFINED	1,2,5
CHEMTURA CORP	COM	16389310	41,690	7,138,674	SH	DEFINED	1,2,5,7
CHENIERE ENERGY INC	COM	NEW 16411R20	3,349	766,272	SH	DEFINED	1,2,5,6
CHEROKEE INC DEL NEW	COM	16444H10	2,456	121,881	SH	DEFINED	1,2,5
CHESAPEAKE CORP	COM	16515910	110	46,862	SH	DEFINED	1,2
CHESAPEAKE ENERGY CO	NOTE	2.50 165167BZ	753	700,000	SH	DEFINED	1
CHESAPEAKE ENERGY CO	COM	16516710	1,273,641	19,309,295	SH	DEFINED	1,2,5,6,7,8,
CHESAPEAKE UTILS COR	COM	16530310	2,146	83,418	SH	DEFINED	1,2
CHEVRON CORP NEW	COM	16676410	8,885,983	89,639,696	SH	DEFINED	1,2,5,6,7,8,
CHICAGO BRIDGE & IRO	N Y REGIST	16725010	799	20,055	SH	DEFINED	1,2,5
CHICOS FAS INC	COM	16861510	34,954	6,509,103	SH	DEFINED	1,2,5,6,8,12
CHILDRENS PL RETAIL	COM	16890510	20,314	562,723	SH	DEFINED	1,2,5,6
CHIMERA INVT CORP	COM	16934Q10	4,647	515,705	SH	DEFINED	1,2
CHINA ARCHITECTURAL	COM	16937S10	1,895	193,961	SH	DEFINED	1,2
CHINA BAK BATTERY IN	COM	16936Y10	1,558	330,692	SH	DEFINED	1,2
CHINA DIRECT INC	COM	16938410	140	19,058	SH	DEFINED	1
CHINA FIRE & SEC GRO	COM	16938R10	1,235	153,449	SH	DEFINED	1,2
CHINA INFORMATION SE	COM	16944F10	1,440	254,463	SH	DEFINED	1,2
CHINA MOBILE LIMITED	SPONSORED	16941M10	804	12,008	SH	DEFINED	1
CHINA PETE & CHEM CO	SPON ADR H	16941R10	1,651	17,769	SH	DEFINED	1
CHINA PRECISION STEE	COM	16941J10	324	73,771	SH	DEFINED	1
CHINA SEC & SURVE TE	COM	16942J10	4,393	325,861	SH	DEFINED	1,2

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
CHINA SKY ONE MED IN	COM	16941P10	1,001	89,901	SH	DEFINED 1,2
CHINA UNICOM LTD	SPONSORED	16945R10	206	11,120	SH	DEFINED 1
CHINA YUCHAI INTL LT	COM	G2108210	165	16,600	SH	DEFINED 1,7
CHINDEX INTERNATIONAL	COM	16946710	1,904	129,789	SH	DEFINED 1,2
CHIPOTLE MEXICAN GRI	CL A	16965610	42,471	514,058	SH	DEFINED 1,2,5,6
CHIPOTLE MEXICAN GRI	CL B	16965620	1,688	22,393	SH	DEFINED 1,2,6
CHIQUITA BRANDS INTL	COM	17003280	12,272	808,996	SH	DEFINED 1,2
CHOICE HOTELS INTL I	COM	16990510	15,354	579,382	SH	DEFINED 1,2,5,6
CHOICEPOINT INC	COM	17038810	67,260	1,395,437	SH	DEFINED 1,2,5,7,8,10
CHORDIANT SOFTWARE I	COM NEW	17040430	2,775	555,029	SH	DEFINED 1,2,5,6
CHRISTOPHER & BANKS	COM	17104610	6,297	926,083	SH	DEFINED 1,2,5,6,8
CHUBB CORP	COM	17123210	715,598	14,601,063	SH	DEFINED 1,2,5,6,7,8,
CHUNGHWA TELECOM CO	SPON ADR N	17133Q30	4,628	182,405	SH	DEFINED 1,2,4,12
CHURCH & DWIGHT INC	COM	17134010	63,771	1,131,689	SH	DEFINED 1,2,5
CHURCHILL DOWNS INC	COM	17148410	5,091	146,007	SH	DEFINED 1,2
CIBER INC	COM	17163B10	8,358	1,345,935	SH	DEFINED 1,2
CIENA CORP	COM NEW	17177930	55,263	2,385,131	SH	DEFINED 1,2,5,6,10,1
CIGNA CORP	COM	12550910	389,659	11,010,439	SH	DEFINED 1,2,5,6,7,8,
CIMAREX ENERGY CO	COM	17179810	181,115	2,599,615	SH	DEFINED 1,2,5,7,8,10
CINCINNATI BELL INC	COM	17187110	33,812	8,495,354	SH	DEFINED 1,2,5
CINCINNATI FINL CORP	COM	17206210	148,099	5,830,662	SH	DEFINED 1,2,5,6,7,8,
CINEMARK HOLDINGS IN	COM	17243V10	5,439	416,431	SH	DEFINED 1,2
CINTAS CORP	COM	17290810	102,663	3,872,602	SH	DEFINED 1,2,5,6,7,8,
CIRCOR INTL INC	COM	17273K10	18,366	374,897	SH	DEFINED 1,2
CIRCUIT CITY STORE I	COM	17273710	10,713	3,706,751	SH	DEFINED 1,2,5
CIRRUS LOGIC INC	COM	17275510	8,398	1,510,473	SH	DEFINED 1,2,5,6
CISCO SYS INC	COM	17275R10	4,299,631	184,850,874	SH	DEFINED 1,2,5,6,7,8,
CIT GROUP INC	COM	12558110	56,325	8,270,970	SH	DEFINED 1,2,5,6,7,10
CITADEL BROADCASTING	COM	17285T10	3,690	3,024,377	SH	DEFINED 1,2,5
CITI TRENDS INC	COM	17306X10	4,479	197,659	SH	DEFINED 1,2,6
CITIGROUP INC	COM	17296710	3,207,111	191,355,078	SH	DEFINED 1,2,5,6,7,8,
CITIZENS & NORTHN CO	COM	17292210	1,628	98,326	SH	DEFINED 1,2
CITIZENS COMMUNICATI	COM	17453B10	94,852	8,364,376	SH	DEFINED 1,2,5,6,10,1
CITIZENS FIRST BANCO	COM	17461R10	125	20,825	SH	DEFINED 1,5
CITIZENS INC	CL A	17474010	2,772	452,122	SH	DEFINED 1,2
CITIZENS REPUBLIC BA	COM	17442010	11,016	3,906,237	SH	DEFINED 1,2,5
CITRIX SYS INC	COM	17737610	161,148	5,479,354	SH	DEFINED 1,2,5,6,7,8,
CITY BK LYNNWOOD WAS	COM	17770A10	1,904	221,428	SH	DEFINED 1,2
CITY HLDG CO	COM	17783510	17,006	417,128	SH	DEFINED 1,2
CITY NATL CORP	COM	17856610	47,290	1,124,090	SH	DEFINED 1,2,5,12
CKE RESTAURANTS INC	COM	12561E10	10,704	858,380	SH	DEFINED 1,2,6
CKX INC	COM	12562M10	6,510	744,006	SH	DEFINED 1,2,5,6
CLARCOR INC	COM	17989510	37,110	1,057,276	SH	DEFINED 1,2,5,6
CLAYTON HLDGS INC	COM	18418N10	208	34,920	SH	DEFINED 1,2
CLEAN ENERGY FUELS C	COM	18449910	3,534	307,532	SH	DEFINED 1,2,6
CLEAN HARBORS INC	COM	18449610	22,705	319,523	SH	DEFINED 1,2,6
CLEAR CHANNEL COMMUN	COM	18450210	487,576	13,851,582	SH	DEFINED 1,2,5,6,7,8,
CLEAR CHANNEL OUTDOO	CL A	18451C10	6,494	364,237	SH	DEFINED 1,2,5
CLEARWIRE CORP	CL A	18538530	6,996	539,827	SH	DEFINED 1,2,5,6
CLECO CORP NEW	COM	12561W10	32,946	1,412,175	SH	DEFINED 1,2,5
CLEVELAND CLIFFS INC	COM	18589610	264,304	2,217,499	SH	DEFINED 1,2,5,7,8,10
CLIFTON SVGS BANCORP	COM	18712Q10	1,732	177,790	SH	DEFINED 1,2

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER M
CLINICAL DATA INC NE	COM	18725U10	1,749	122,588	SH	DEFINED 1,2
CLOROX CO DEL	COM	18905410	222,757	4,267,377	SH	DEFINED 1,2,5,6,7,8,
CME GROUP INC	COM	12572Q10	649,828	1,695,838	SH	DEFINED 1,2,5,6,7,8,
CMGI INC	COM NEW	12575030	10,660	1,005,665	SH	DEFINED 1,2,5
CMS ENERGY CORP	COM	12589610	111,647	7,493,089	SH	DEFINED 1,2,5,6,10,1
CNA FINL CORP	COM	12611710	33,877	1,346,981	SH	DEFINED 1,2,5,7,12
CNA SURETY CORP	COM	12612L10	3,567	282,236	SH	DEFINED 1,2
CNH GLOBAL N V	SHS NEW	N2093520	236	6,940	SH	DEFINED 1,5
CNOOC LTD	SPONSORED	12613210	508	2,930	SH	DEFINED 1
CNX GAS CORP	COM	12618H30	9,803	233,193	SH	DEFINED 1,2
COACH INC	COM	18975410	305,750	10,586,909	SH	DEFINED 1,2,5,6,7,8,
COACHMEN INDS INC	COM	18987310	30	14,335	SH	DEFINED 1
COBIZ FINANCIAL INC	COM	19089710	1,746	265,355	SH	DEFINED 1,2
COBRA ELECTRS CORP	COM	19104210	30	10,846	SH	DEFINED 1
COCA COLA BOTTLING C	COM	19109810	3,892	105,242	SH	DEFINED 1,2,6
COCA COLA CO	COM	19121610	3,591,267	69,089,395	SH	DEFINED 1,2,5,6,7,8,
COCA COLA ENTERPRISE	COM	19121910	246,761	14,263,618	SH	DEFINED 1,2,5,6,7,8,
COCA COLA FEMSA S A	SPON ADR R	19124110	6,891	122,206	SH	DEFINED 1,2,7
COCA COLA HELLENIC B	SPONSORED	1912EP10	203	7,500	SH	DEFINED 1
COEUR D ALENE MINES	COM	19210810	60,755	20,949,971	SH	DEFINED 1,2,5,6,8
COGDELL SPENCER INC	COM	19238U10	1,961	120,695	SH	DEFINED 1,2,3
COGENT COMM GROUP IN	COM NEW	19239V30	9,708	724,468	SH	DEFINED 1,2,5,6
COGENT INC	COM	19239Y10	7,030	618,280	SH	DEFINED 1,2,5,6
COGNEX CORP	COM	19242210	18,720	812,138	SH	DEFINED 1,2,5,6
COGNIZANT TECHNOLOGY	CL A	19244610	266,960	8,211,625	SH	DEFINED 1,2,5,6,7,8,
COGO GROUP INC	COM	19244810	2,474	271,554	SH	DEFINED 1,2,6
COHEN & STEERS INC	COM	19247A10	6,220	239,508	SH	DEFINED 1,2
COHERENT INC	COM	19247910	11,181	374,077	SH	DEFINED 1,2
COHU INC	COM	19257610	5,471	372,664	SH	DEFINED 1,2,6
COINSTAR INC	COM	19259P30	25,266	772,421	SH	DEFINED 1,2,6
COLDWATER CREEK INC	COM	19306810	8,703	1,648,284	SH	DEFINED 1,2,5,6
COLE KENNETH PRODTNS	CL A	19329410	1,954	153,830	SH	DEFINED 1,2
COLEMAN CABLE INC	COM	19345930	1,002	97,078	SH	DEFINED 1,2
COLFAX CORP	COM	19401410	6,894	274,755	SH	DEFINED 1,2
COLGATE PALMOLIVE CO	COM	19416210	1,142,272	16,530,713	SH	DEFINED 1,2,5,6,7,8,
COLLECTIVE BRANDS IN	COM	19421W10	22,790	1,959,601	SH	DEFINED 1,2,5
COLONIAL BANCGROUP I	COM	19549330	30,174	6,826,621	SH	DEFINED 1,2,5,12
COLONIAL PPTYS TR	COM SH BEN	19587210	28,664	1,431,771	SH	DEFINED 1,2,3,5
COLUMBIA BKG SYS INC	COM	19723610	5,332	275,864	SH	DEFINED 1,2
COLUMBIA LABS INC	COM	19777910	1,895	574,133	SH	DEFINED 1,2,5
COLUMBIA SPORTSWEAR	COM	19851610	7,557	205,642	SH	DEFINED 1,2,5
COLUMBUS MCKINNON CO	COM	19933310	12,881	534,943	SH	DEFINED 1,2,5,6
COMARCO INC	COM	20008010	48	13,186	SH	DEFINED 1
COMBINATORX INC	COM	20010A10	91	25,600	SH	DEFINED 1,5
COMCAST CORP NEW	CL A	20030N10	1,515,325	79,880,055	SH	DEFINED 1,2,5,6,7,8,
COMCAST CORP NEW	CL A SPL	20030N20	86,626	4,617,567	SH	DEFINED 1,2,5,7,8,10
COMERICA INC	COM	20034010	154,532	6,029,347	SH	DEFINED 1,2,5,6,7,8,
COMFORT SYS USA INC	COM	19990810	15,702	1,168,274	SH	DEFINED 1,2,5
COMMERCE BANCSHARES	COM	20052510	57,085	1,439,359	SH	DEFINED 1,2,5,12
COMMERCIAL METALS CO	COM	20172310	120,466	3,195,391	SH	DEFINED 1,2,5
COMMERCIAL VEH GROUP	COM	20260810	2,730	291,996	SH	DEFINED 1,2
COMMSCOPE INC	COM	20337210	70,059	1,327,631	SH	DEFINED 1,2,5,6

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
COMMUNITY BANCORP NE	COM	20343T10	85	16,936	SH	DEFINED 1,2
COMMUNITY BK SYS INC	COM	20360710	13,901	674,137	SH	DEFINED 1,2
COMMUNITY HEALTH SYS	COM	20366810	59,761	1,812,049	SH	DEFINED 1,2,5,12
COMMUNITY TR BANCORP	COM	20414910	6,408	244,004	SH	DEFINED 1,2
COMMVAULT SYSTEMS IN	COM	20416610	10,146	609,759	SH	DEFINED 1,2,6
COMPANHIA BRASILEIRA	SPON ADR P	20440T20	13,294	313,092	SH	DEFINED 1,2,7
COMPANHIA DE BEBIDAS	SPON ADR P	20441W20	4,823	76,136	SH	DEFINED 1,2
COMPANHIA DE SANEAME	SPONSORED	20441A10	301	5,883	SH	DEFINED 1
COMPANHIA ENERGETICA	SP ADR N-V	20440960	1,167	47,530	SH	DEFINED 1,2
COMPANHIA SIDERURGIC	SPONSORED	20440W10	54,144	1,219,183	SH	DEFINED 1,2,7
COMPANHIA VALE DO RI	SPON ADR P	20441210	9,889	331,408	SH	DEFINED 1,2
COMPANHIA VALE DO RI	SPONSORED	20441220	419,168	11,702,062	SH	DEFINED 1,2,4,5,7
COMPANIA CERVECERIAS	SPONSORED	20442910	719	24,664	SH	DEFINED 1,2
COMPANIA DE MINAS BU	SPONSORED	20444810	29,249	447,436	SH	DEFINED 1,2,7
COMPANIA DE TELECOMU	SPON ADR N	20444930	266	46,219	SH	DEFINED 1,2,5
COMPASS DIVERSIFIED	SH BEN INT	20451Q10	9,373	820,020	SH	DEFINED 1,2
COMPASS MINERALS INT	COM	20451N10	76,032	943,796	SH	DEFINED 1,2,5,6
COMPELLENT TECHNOLOG	COM	20452A10	2,253	195,893	SH	DEFINED 1,2
COMPLETE PRODUCTION	COM	20453E10	38,302	1,051,684	SH	DEFINED 1,2,6
COMPUCREDIT CORP	COM	20478N10	2,508	417,917	SH	DEFINED 1,2
COMPUTER PROGRAMS &	COM	20530610	2,457	141,796	SH	DEFINED 1,2
COMPUTER SCIENCES CO	COM	20536310	240,253	5,129,228	SH	DEFINED 1,2,5,6,7,8,
COMPUTER TASK GROUP	COM	20547710	147	28,714	SH	DEFINED 1
COMPUWARE CORP	COM	20563810	70,464	7,386,190	SH	DEFINED 1,2,5,6,10,1
COMSCORE INC	COM	20564W10	5,835	267,403	SH	DEFINED 1,2,6
COMSTOCK RES INC	COM NEW	20576820	90,971	1,077,475	SH	DEFINED 1,2,5,6
COMSYS IT PARTNERS I	COM	20581E10	3,472	380,651	SH	DEFINED 1,2
COMTECH TELECOMMUNIC	COM NEW	20582620	35,249	719,358	SH	DEFINED 1,2,5,6
COMVERGE INC	COM	20585910	3,549	253,865	SH	DEFINED 1,2,6
CONAGRA FOODS INC	COM	20588710	442,578	22,955,294	SH	DEFINED 1,2,5,6,7,8,
CONCEPTUS INC	COM	20601610	7,437	402,224	SH	DEFINED 1,2,6
CONCHO RES INC	COM	20605P10	26,410	708,047	SH	DEFINED 1,2,6
CONCUR TECHNOLOGIES	COM	20670810	31,992	962,734	SH	DEFINED 1,2,5,6,7,8
CONCURRENT COMPUTER	COM	20671020	70	102,475	SH	DEFINED 1,5
CONEXANT SYSTEMS INC	COM	20714210	8	17,250	SH	DEFINED 1
CONMED CORP	COM	20741010	21,409	806,358	SH	DEFINED 1,2
CONNECTICUT WTR SVC	COM	20779710	2,395	106,903	SH	DEFINED 1,2,5
CONNS INC	COM	20824210	2,576	160,292	SH	DEFINED 1,2
CONOCOPHILLIPS	COM	20825C10	4,896,456	51,874,728	SH	DEFINED 1,2,5,6,7,8,
CONSECO INC	COM NEW	20846488	17,786	1,792,901	SH	DEFINED 1,2,5
CONSOL ENERGY INC	COM	20854P10	733,692	6,529,251	SH	DEFINED 1,2,5,6,7,8,
CONSOLIDATED COMM HL	COM	20903410	6,040	405,671	SH	DEFINED 1,2
CONSOLIDATED EDISON	COM	20911510	329,278	8,423,587	SH	DEFINED 1,2,5,6,7,8,
CONSOLIDATED GRAPHIC	COM	20934110	18,106	367,477	SH	DEFINED 1,2
CONSOLIDATED TOMOKA	COM	21022610	3,517	83,613	SH	DEFINED 1,2
CONSOLIDATED WATER C	ORD	G2377310	3,499	176,701	SH	DEFINED 1,2
CONSTANT CONTACT INC	COM	21031310	4,619	245,021	SH	DEFINED 1,2,6
CONSTAR INTL INC NEW	COM	21036U10	29	11,400	SH	DEFINED 1
CONSTELLATION BRANDS	CL A	21036P10	116,808	5,881,591	SH	DEFINED 1,2,5,6,7,8,
CONSTELLATION ENERGY	COM	21037110	461,656	5,623,097	SH	DEFINED 1,2,5,6,7,8,
CONTANGO OIL & GAS C	COM NEW	21075N20	21,717	233,719	SH	DEFINED 1,2,5,6
CONTINENTAL AIRLS IN	CL B	21079530	9,805	969,864	SH	DEFINED 1,2,5,6,7

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x1000)	SHARES OR PRN AMT	SH/ PUT/ INVESTMENT PRN CALL DISCRETION	OTHER M
CONTINENTAL RESOURCE	COM	21201510	20,993	302,847	SH	DEFINED 1,2,5,7
CONVERA CORP	CL A	21191910	35	24,838	SH	DEFINED 1,5
CONVERGYS CORP	COM	21248510	52,048	3,502,559	SH	DEFINED 1,2,5,6,7,10
CON-WAY INC	COM	20594410	37,148	786,034	SH	DEFINED 1,2,5
COOPER COS INC	COM NEW	21664840	22,742	612,161	SH	DEFINED 1,2,5
COOPER INDS LTD	CL A	G2418210	213,665	5,409,238	SH	DEFINED 1,2,5,6,7,8,
COOPER TIRE & RUBR C	COM	21683110	11,052	1,409,705	SH	DEFINED 1,2,5
COPA HOLDINGS SA	CL A	P3107610	30,686	1,089,715	SH	DEFINED 1,2,4,5
COPANO ENERGY L L C	COM UNITS	21720210	1,952	57,828	SH	DEFINED 1,2
COPART INC	COM	21720410	61,864	1,444,757	SH	DEFINED 1,2,5
CORE LABORATORIES N	COM	N2271710	23,536	165,342	SH	DEFINED 1,2,5,6,7,8
CORE MARK HOLDING CO	COM	21868110	3,478	132,757	SH	DEFINED 1,2
CORINTHIAN COLLEGES	COM	21886810	28,177	2,426,942	SH	DEFINED 1,2,5,6
CORN PRODS INTL INC	COM	21902310	58,984	1,201,065	SH	DEFINED 1,2,5
CORNELL COMPANIES IN	COM	21914110	3,815	158,220	SH	DEFINED 1,2,5
CORNING INC	COM	21935010	1,079,830	46,847,308	SH	DEFINED 1,2,5,6,7,8,
CORPORATE EXECUTIVE	COM	21988R10	26,137	621,563	SH	DEFINED 1,2,5,6
CORPORATE EXPRESS N	SPON ADR	21989G10	306	21,260	SH	DEFINED 1
CORPORATE OFFICE PPT	SH BEN INT	22002T10	53,353	1,554,126	SH	DEFINED 1,2,3,5
CORRECTIONS CORP AME	COM NEW	22025Y40	63,708	2,319,185	SH	DEFINED 1,2,3,5,6
CORUS BANKSHARES INC	COM	22087310	11,643	2,798,788	SH	DEFINED 1,2
CORUS ENTERTAINMENT	COM CL B N	22087410	230	12,846	SH	DEFINED 1
CORVEL CORP	COM	22100610	5,822	171,892	SH	DEFINED 1,2,6
COSI INC	COM	22122P10	92	36,900	SH	DEFINED 1,5
COST PLUS INC CALIF	COM	22148510	83	33,126	SH	DEFINED 1,5
COSTAR GROUP INC	COM	22160N10	12,127	272,816	Sage-break-inside:avoid ; font-f	

1,982,300

100

%

\* Less than 0.5%

The vote on this resolution is not intended to address any specific element of compensation, but rather relates to the overall compensation of our named executive officers, as described in this Proxy Statement in accordance with the compensation disclosure rules of the SEC. We encourage you to closely review the information we have provided under the caption Executive Compensation below.

**The Board recommends you vote FOR the approval of this Resolution related to the compensation of the Company's named executive officers.**

### EXECUTIVE OFFICERS

Executive officers of the Company and the Bank generally are appointed annually at a meeting of the respective Boards of Directors of the Company and the Bank in January to serve for one-year terms and until successors are chosen and qualified. In addition to Mr. Dumas, whose information is included under Proposal One Election of Directors, our other executive officers are:

Name	Information About Executive Officers
Terrell E. Bishop	City President, Valley Branch and Senior Vice President and Senior Mortgage Lending Officer of the Bank since 1991. Mr. Bishop is 81.
Kris W. Blackmon	Vice President and Chief Investment Officer of the Bank since 2007; various other positions with the Bank since 2001. Mr. Blackmon is 47.
James E. Dulaney	Senior Vice President, Bent Creek Branch (Business Development & Commercial/Consumer Lending) since 2010; formerly Senior Vice President (Business Development/Marketing) of the Bank since 2004; various other positions with the Bank since 1993. Mr. Dulaney is 59.
David A. Hedges	Executive Vice President and Chief Financial Officer of the Company and the Bank since December 2015; formerly Senior Vice President, Controller and Chief Financial Officer of the Company and the Bank since 2014; various other positions with the Company and Bank since 2006. Mr. Hedges is 39.
W. Thomas Johnson	Senior Vice President (Commercial and Consumer Lending) and Senior Lending Officer of the Bank since 2001; formerly Vice President (Commercial and Consumer Lending) of the Bank since 1999. Mr. Johnson is 70.
Marla L. Kickliter	Senior Vice President of Compliance/Internal Audit of the Bank since 2007; formerly Vice President of Compliance/Internal Audit since 2005; various other positions with the Bank since 2001. Ms. Kickliter is 48.

Name	Information About Executive Officers
Shannon S. O' Donnell	Chief Risk Officer since April 2014 and Senior Vice President of Credit Administration since 2007; formerly Vice President of Credit Administration since 2001. Ms. O' Donnell is 48.
Jerome B. Siegel	Senior Vice President and Chief Technology Officer since 2008, formerly Vice President and Chief Technology Officer since 2002. Mr. Siegel is 54.
C. Eddie Smith, Jr.	City President, Opelika Branch and Senior Vice President of the Bank since 2003; Senior Vice President (Commercial and Consumer Lending) of the Bank since 2001; formerly Vice President (Commercial and Consumer Lending) of the Bank since 1999. Mr. Smith is 61.
Robert L. Smith, Jr.	Senior Vice President of the Bank and Chief Lending Officer since April 2014; Vice President (Commercial and Consumer Lending) of the Bank since 2001; Mr. Smith is 49.
W. James Walker, IV	Senior Vice President and Chief Accounting Officer of the Company and the Bank since December 2015; formerly an audit partner with a regional public accounting firm since 2006. Mr. Walker is 49.
J. Michael King	Senior Vice President (Mortgage Lending Division) of the Bank; formerly the Single Family Administrator with the Alabama Housing Finance Authority since 1988, where he managed all aspects of the single-family operations division, including program management, operations, and loan servicing. Mr. King is 61.

#### EXECUTIVE COMPENSATION

#### Summary Compensation Table

The following table provides information concerning the compensation of our named executive officers for 2017 and 2016.

Name and Principal Position	Year	Salary	Bonus (1)	All Other		Total
				Compensation (2)		
<b>E. L. Spencer, Jr. (3)</b> Chairman, Chief Executive Officer and President of the Company and Chairman and Director of the Bank	2017	\$ 19,874	\$	\$ 39,134	\$	59,008
	2016	25,082	90,000	38,169		153,251
<b>Robert W. Dumas (4)</b> President, Chief Executive Officer, Vice Chairman and Director of the Bank and the Company	2017	299,963	71,887	41,416		413,266
	2016	293,890	70,000	39,487		403,377
<b>David A. Hedges (5)</b> Executive Vice President and Chief Financial Officer of the Bank and the Company	2017	199,206	21,000	12,898		233,104
	2016	195,720	20,600	12,610		228,930

<b>Terrell E. Bishop (5)</b>	2017	190,630	18,600	5,787	215,017
Senior Vice President of the Bank	2016	187,666	18,600	5,596	211,862



(1) Represents cash incentive awards paid to the Company's executive officers.

(2) For 2017, includes compensation as described under "All Other Compensation" below.

(3) On October 25, 2017, Mr. E. L. Spencer, Jr. retired from his position as Chairman, Chief Executive Officer and President of the Company. Mr. E. L. Spencer, Jr. served these roles since 1984.

(4) On October 25, 2017, Mr. Robert W. Dumas succeeded Mr. E. L. Spencer, Jr. as President and Chief Executive Officer of the Company. Mr. Dumas has served, since 2001, as a director of the Company and as Vice Chairman since 2013.

(5) Considered the two most highly compensated executive officers other than the principal executive officer.

**All Other Compensation**

The following table provides information regarding each component of compensation included in the All Other Compensation column for 2017 of the Summary Compensation Table above.

Name	Company Contributions		Total Compensation	
	Insurance Premiums	Retirement and 401(k) Plans	as Director (1)	Total
E. L. Spencer, Jr.	\$	\$ 584	\$ 38,550	\$ 39,134
Robert W. Dumas	7,001	6,765	27,650	41,416
David A. Hedges	6,928	5,970		12,898
Terrell E. Bishop	79	5,708		5,787

(1) Represents fees earned as employee directors of the Bank and Company, including cash bonuses paid for their service as directors.

**2017 Grants of Plan-Based Awards**

The Company did not grant any equity or non-equity incentive plan awards in 2017.

**2017 Option Exercises and Stock Vested**

There were no stock options exercised or stock awards vested in 2017.

**Outstanding Equity Awards at December 31, 2017**

There were no unexercised options, unvested stock, and equity incentive plan awards for named executive officers outstanding as of December 31, 2017.

**Pension Benefits and Nonqualified Deferred Compensation**

The Company does not offer any pension or nonqualified deferred compensation benefits to its named executive officers.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The Company does not have any severance or change in control agreements with any of its named executive officers.

### STOCK OWNERSHIP BY CERTAIN PERSONS

The following table sets forth the number and the percentage of shares of the Company's Common Stock that were beneficially owned, as of the Record Date, by (1) each of our directors and each of our named executive officers, (2) all of our directors and executive officers as a group, and (3) each person known to us to beneficially own more than 5% of any class of our voting common stock. Other than as set forth below, no persons (as that term is defined by the SEC) are known by the Company to be the beneficial owners of more than 5% of the Common Stock, the Company's only class of voting securities, as of the Record Date.

Name of Beneficial Owner (1)	Number of Shares (2)	Percent of Class
<b>All Directors and Named Executive Officers:</b>		
C. Wayne Alderman	5,116	*
Terry W. Andrus	3,260	*
J. Tutt Barrett	6,303	*
Robert W. Dumas	39,111	1.07%
William F. Ham, Jr. (3) (4)	3,886	*
David E. Housel	4,851	*
Anne M. May	33,311	*
Amy B. Murphy	100	*
E. L. Spencer, Jr. (5)(6)(7)	744,316	20.43%
Edward Lee Spencer, III (8)	9,576	*
Terrell E. Bishop	42,205	1.16%
David A. Hedges	200	*
All Directors and Executive Officers as a Group (22 persons)	905,413	24.85%
<b>Persons known to Company who own more than 5% of outstanding shares of Company Common Stock:</b>		
Emil F. Wright, Jr. 500 Brookwood Drive Auburn, AL 36830	394,884	10.84%

\* Less than 1%

(1) Unless specified below, each director's and named executive officer's business address is c/o AuburnBank, 100 N. Gay Street, Auburn, Alabama 36830.

(2) Information relating to beneficial ownership of Common Stock by directors is based upon information furnished by each person using beneficial ownership concepts set forth in rules of the SEC under the Securities Exchange

Act of 1934, as amended. Under such rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days. Under such rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he or she may disclaim any beneficial ownership. Accordingly, directors and named executive officers may be named as beneficial owners of shares as to which they may disclaim any beneficial interest. Except as indicated in other notes to this table describing special relationships with other persons and specifying shared voting or

investment power, directors and named executive officers possess sole voting and investment power with respect to all shares of Common Stock set forth opposite their names.

- (3) Includes 300 shares held by Mr. Ham's wife, as to which Mr. Ham may be deemed to have shared voting and investment power.
- (4) Includes 2,532 shares held by Mr. Ham that were pledged as collateral for a loan from the Bank.
- (5) Includes 18,950 shares held by Mr. E.L. Spencer, Jr.'s wife, as to which Mr. E.L. Spencer, Jr. may be deemed to have shared voting and investment power.
- (6) Includes 5,703 shares held by the Edward L. Spencer, Jr. Foundation.
- (7) Includes 59,639 shares held by the E.L. Spencer, Jr. 2008 Revocable Trust.
- (8) Includes 3,960 shares held by Spencer LLC, a company in which Mr. Edward Lee Spencer, III is a partner, as to which Mr. Edward Lee Spencer, III may be deemed to have shared voting and investment power, and as to which Mr. Edward Lee Spencer, III disclaims beneficial ownership of 2,640 shares.

#### **CERTAIN TRANSACTIONS AND BUSINESS RELATIONSHIPS**

Various Company and Bank directors, officers, and their affiliates, including corporations and firms of which they are directors or officers or in which they and/or their families have an ownership interest, are customers of the Company and the Bank. These persons, corporations, and firms have had transactions in the ordinary course of business with the Company and the Bank, including borrowings, all of which, in the opinion of management, were on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unaffiliated persons and did not involve more than the normal risk of collectability or present other unfavorable features. Such transactions are subject to review and approval as and to the extent provided in our Audit Committee Charter. The Company and the Bank expect to have such transactions, under similar conditions, with their directors, officers, and affiliates in the future.

Regulation O requires loans made to executive officers and directors to be made on substantially the same terms, including interest rates and collateral, and following credit-underwriting procedures, that are no less stringent than those prevailing at the time for comparable transactions by the Bank with other persons. Such loans also may not involve more than the normal risk of repayment or present other unfavorable features. Additionally, no event of default may have occurred (that is, such loans are not disclosed as non-accrual, past due, restructured, or potential problems). Pursuant to Regulation O, the Board of Directors must review any loan to a director or his or her related interests that has become criticized in order to determine the impact that such classification has on the director's independence. In addition, the Audit Committee Charter provides that the Audit Committee will review and approve all related-party transactions. This includes a review of the Company's compliance with applicable banking laws, including, without limitation, those banking laws and regulations concerning loans to insiders.

None of the directors or executive officers of the Company, owners of 5% or more of the Company's outstanding stock, or their immediate family members, had direct or indirect interest in any transaction involving the Company during 2017 or 2016, served as an executive officer of, or owns, or during 2017 or 2016 owned, of record or beneficially, greater than 10% equity interest in any business or professional entity that has made or received during 2017 or 2016, or proposes to make or receive during 2018, payments to or from the Company or the Bank for property

or services in excess of the lesser of \$120,000 or 1% of the Company's average total assets at year end for the last two completed fiscal years.

## SECTION 16(A) BENEFICIAL OWNERSHIP

### REPORTING COMPLIANCE

The Company is subject to Section 16(a) of the Securities Exchange Act of 1934, as amended, which requires the Company's officers and directors, and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, Directors and greater-than-10% shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of Forms 3, 4 and 5 furnished to the Company during and with respect to 2017, or written representations that no Forms 5 were required, the Company believes that all Section 16(a) filing requirements applicable to the Company's and the Bank's officers, directors and greater-than-10% beneficial owners were complied with during 2017.

### AUDIT COMMITTEE REPORT

Management is responsible for the Company's internal controls and the financial reporting process. The Company's independent accountants are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB) and to issue a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes. In this context, we have met and held discussions with management and the independent accountants. We have reviewed and discussed the Company's audited consolidated financial statements for the fiscal year ended December 31, 2017, with management and the independent accountants. This review included discussions with the Company's independent accountants of matters required to be discussed by PCAOB's AS 1301, *Communications with Audit Committees*.

The Company's independent accountants also provided to us the written disclosures and the letter required by Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, and we discussed with the independent accountants that firm's independence.

Based upon our discussions with management and the independent accountants and our review of the representation of management and the report of the independent accountants to the Audit Committee, we recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Terry W. Andrus  
C. Wayne Alderman  
J. Tutt Barrett  
William F. Ham, Jr.  
David E. Housel  
Amy B. Murphy

## INDEPENDENT PUBLIC ACCOUNTANTS

The Audit Committee of the Board of the Company has approved the appointment of Elliott Davis LLC ( Elliott Davis ) to serve as the Company's independent registered public accounting firm for the Company for the year ending December 31, 2017. The Audit Committee considered the background, expertise and experience of the audit team assigned to the Company and various other relevant matters, including the proposed fees for audit services. A representative of Elliott Davis will be present at the Meeting and will be given the opportunity to make a statement on behalf of the firm, and will also be available to respond to appropriate questions from shareholders.

### Independent Public Accountants Fees

The fees billed by the Company's independent registered public accounting firm relating to the 2017 and 2016 fiscal years were as follows:

	2017	2016
Audit Fees (1) (2)	\$174,600	\$ 134,900
Audit-Related Fees		
Tax Fees		
All Other Fees		
<b>Total</b>	<b>177,100</b>	<b>134,900</b>

(1) Includes the aggregate fees billed by Elliott Davis for professional services rendered for the audit of the Company's annual financial statements and review of unaudited financial statements included in the Company's Forms 10-Q filed during fiscal years 2017 and 2016.

(2) 2017 amount includes fees billed by Elliott Davis for professional services rendered for the audit of the Company's internal control over financial reporting, which was not required in 2016.

### Audit Committee Review

The Company's Audit Committee has reviewed the services rendered and the fees billed by Elliott Davis for the fiscal year ended December 31, 2017. The Audit Committee has determined that the services rendered and the fees billed last year that were not related to the audit of the Company's financial statements are compatible with the independence of Elliott Davis as the Company's independent accountants.

### Audit Committee Pre-Approval Policy

Under the Audit Committee's Charter and its pre-approval policy, the Audit Committee is required to approve in advance the terms of all audit services provided to the Company as well as all permissible audit related and non-audit services to be provided by the independent public accountants. Unless a service to be provided by the independent public accountants has received approval under the pre-approval policy, it will require specific approval by the Audit Committee. The pre-approval policy is detailed as to the particular services to be provided, and the Audit Committee is to be informed about each service provided. The approval of non-audit services may be performed by the Chairman of the Committee and reported to the full Audit Committee at its next meeting, but may not be performed by the



Company's management. The term of any pre-approval is twelve months, unless the Audit Committee specifically provides for a different period.

The Audit Committee will approve the annual audit engagement terms and fees prior to the commencement of any audit work other than that necessary for the independent public accountant to prepare the proposed audit approach, scope and fee estimates. In addition to the annual audit work, the independent public accountants may perform certain other audit related or non-audit services that are pre-approved by the Audit Committee and are not prohibited by regulatory or other professional requirements. Engagements for the annual audit and recurring tax return preparation engagements shall be reviewed and approved annually by the Audit Committee based on the agreed upon engagement terms, conditions and fees. The nature and dollar value of services provided under these engagements shall be reviewed by the Audit Committee to approve changes in terms, conditions and fees resulting from changes in audit scope, Company structure, exchange rates or other items, if any.

In the event audit-related or non-audit services that are pre-approved under the pre-approval policy have an estimated cost in excess of certain dollar thresholds, these services will require specific approval by the Audit Committee or by the Chairman of the Audit Committee. Any proposed engagement must be approved in advance by the Audit Committee or by the Chairman of the Audit Committee applying the principles set forth in the pre-approval policy, prior to the commencement of the engagement. In determining the approval of services by the independent public accountants, the Audit Committee evaluates each service to determine whether the performance of such service would: (a) impair the public accountant's independence; (b) create a mutual or conflicting interest between the public accountant and the Company; (c) place the public accountant in the position of auditing his or her own work; (d) result in the public accountant acting as management or an employee of the Company; or (e) place the public accountant in a position of being an advocate for the Company. In no event are monetary limits the only basis for the pre-approval of services.

All of the services provided by Elliott Davis during 2017 and described above under the caption "Audit Fees" and "Audit-Related Fees" were pre-approved by the Company's Audit Committee pursuant to SEC Regulation S-X, Rule 2-01(c)(7)(i).

#### **AVAILABILITY OF ANNUAL REPORT**

Copies of the Company's 2017 Annual Report to Shareholders have been provided to each shareholder. The Annual Report can also be found by clicking the heading "About Us" on the Company's website, [www.auburnbank.com](http://www.auburnbank.com) and then clicking on "Investor Relations". Upon the written request of any person whose Proxy is solicited by this Proxy Statement, the Company will furnish to such person without charge (other than for exhibits) a copy of the Annual Report, including financial statements and schedules thereto, as filed with the SEC. Such requests should be directed to Marcia Otwell, Shareholder Relations, Auburn National Bancorporation, Inc., P.O. Box 3110, Auburn, Alabama, 36831-3110.

## SHAREHOLDER PROPOSALS FOR 2019 ANNUAL MEETING

Proposals of shareholders intended to be presented at the Company's 2019 Annual Meeting of Shareholders must be received by the Company on or before December 7, 2018, in order to be eligible for inclusion in the Company's proxy statement and form of proxy for that meeting. In addition, regarding any shareholder proposal that is not submitted for inclusion in the proxy statement and form of proxy relating to the 2019 Annual Meeting of Shareholders, but is instead sought to be presented directly to the shareholders at the 2019 Annual Meeting, management will be able to vote proxies in its discretion if either (i) the Company does not receive notice of the proposal before the close of business on February 20, 2019, or (ii) the Company receives notice of the proposal before the close of business on February 20, 2019, and advises shareholders in the proxy statement for the 2019 Annual Meeting about the nature of the proposal and how management intends to vote on the proposal, unless the shareholder notifies the Company by February 20, 2019, that it intends to deliver a proxy statement with respect to such proposal and thereafter takes the necessary steps to do so.

### OTHER MATTERS

The Company knows of no other matters to be brought before the Meeting. However, if any other proper matter is presented, the persons named in the enclosed form of Proxy intend to vote the Proxy in accordance with their judgment of what is in the best interest of the Company.

By Order of the Board of Directors

/s/ Robert W. Dumas

Robert W. Dumas

*Vice Chairman of the Board,  
Chief Executive Officer and President*

April 6, 2018

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

**Electronic Voting Instructions**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by**

**1:00 a.m., Central Time, on May 8, 2018.**

**Vote by Internet**

Go to [www.investorvote.com/AUBN](http://www.investorvote.com/AUBN)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Vote by telephone**

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone  
Follow the instructions provided by the recorded message

**Annual Meeting Proxy Card**

q **IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** q

**A Proposals** The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposal 2.

1. Election of Directors:	01 - C. Wayne Alderman	02 - Terry W. Andrus	03 - J. Tutt Barrett	+
			06 - David E. Housel	

Edgar Filing: STATE STREET CORP - Form 13F-HR/A

04 - Robert W. Dumas	05 - William F. Ham, Jr.	09 - E.L. Spencer, Jr.
07 - Anne M. May	08 - Amy B. Murphy	
10 - Edward Lee Spencer, III	11 - Patricia Wade, M.D.	

Mark here to vote **FOR** all nominees

Mark here to **WITHHOLD** vote from all nominees

01 02 03 04 05 06 07 08 09 10 11

**For All EXCEPT** - To withhold a vote for one or more nominees, mark

the box to the left and the corresponding numbered box(es) to the right.

**For Against Abstain**

- 2. To approve the compensation of the Company's named executive officers.
- 3. The Proxies are authorized to vote upon such other business as may properly come before the Meeting, or any adjournments of the meeting, in accordance with the determination of a majority of the Company's Board of Directors.

**B Non-Voting Items**

**Change of Address** Please print your new address below.

**Meeting Attendance**

Mark box to the right if you plan to attend the Annual Meeting.

**C Authorized Signatures** This section must be completed for your vote to be counted. **Date and Sign Below**

When shares are held by joint tenants, both should sign. Executors, administrators, trustees, etc. should give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer.

(dd/yyyy) Please print date below. Signature 1 Please keep signature within the box. Signature 2 Please keep signature within

—

1 U P X

+

02TAFA

q **IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** q

**REVOCABLE PROXY    AUBURN NATIONAL BANCORPORATION, INC.**

**2018 ANNUAL MEETING OF SHAREHOLDERS**

**May 8, 2018**

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS.**

KNOW BY ALL MEN BY THESE PRESENTS, that the undersigned shareholder of Auburn National Bancorporation, Inc., Auburn, Alabama (the Company), hereby revoking any proxy heretofore given, does hereby nominate, constitute, and appoint Robert W. Dumas, and Terry W. Andrus or either one of them, the true and lawful attorneys and proxies of the undersigned, with full power of substitution, for the undersigned and in the undersigned's name, place, and stead, to vote all of the shares of common stock of the Company standing in the undersigned's name, on its books on March 9, 2018, and that the undersigned may be entitled to vote at the Annual Meeting of Shareholders to be held at the AuburnBank Center, 132 N Gay Street, Auburn, Alabama at 3:00 p.m. local time, on Tuesday, May 8, 2018, and at any adjournments thereof (the Meeting), with all the powers the undersigned would possess if personally present as follows:

The proxy will be voted as directed by the undersigned shareholder. **Unless contrary direction is given, this proxy will be voted FOR the election of the nominees listed in Proposal 1, FOR approval of the compensation of the Company's named executive officers, and in accordance with the determination of a majority of the Board of Directors as to any other matters.** The undersigned shareholder may revoke this proxy at any time before it is voted by delivering to the Secretary of the Company either a written revocation of the proxy or a duly executed proxy bearing a later date, or by appearing at the Meeting and voting in person. The undersigned shareholder hereby acknowledges receipt of the Notice of Annual Meeting and Proxy Statement.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 8, 2018 FOR AUBURN NATIONAL BANCORPORATION, INC. THE FOLLOWING MATERIAL IS AVAILABLE AT WWW.AUBNPROXY.COM.**

**\*PROXY STATEMENT**

**\*ANNUAL REPORT**

**PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE**