

Edgar Filing: SPDR SERIES TRUST - Form SC 13G/A

SPDR SERIES TRUST
Form SC 13G/A
July 10, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.1)*

NAME OF ISSUER: SPDR S&P RETAIL ETF

TITLE OF CLASS OF SECURITIES: Exchange Traded Fund

CUSIP NUMBER: 78464A714

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT: June 30,2009

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class
of securities, and for any subsequent amendment containing information
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be 'filed' for the purpose of Section 18 of the Securities
Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other provisions of
the Act (however, see the Notes).

CUSIP NUMBER: 78464A714

- (1) Names of Reporting Persons The Bank of New York Mellon Corporation
IRS Identification Nos. of Above Persons IRS No.13-2614959
- (2) Check the Appropriate Box if a Member of a Group(See Instructions)
(a) () (b) ()
- (3) SEC use only
- (4) Citizenship or Place of Organization New York
- Number of Shares (5) Sole Voting Power 1,013,200
Beneficially
Owned by Each (6) Shared Voting Power 0
Reporting Person
With (7) Sole Dispositive Power 996,600
(8) Shared Dispositive Power 16,600
- (9) Aggregate Amount Beneficially Owned
by Each Reporting Person 1,013,200
- (10) Check if the Aggregated Amount in Row (9)Excludes Certain

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Shares (see Instructions) ()
(11) Percent of Class Represented by Amount in Row (9) 2.87%
(12) Type of Reporting Person (See Instructions) HC

SCHEDULE 13G

Item 1(a) Name of Issuer: SPDR S&P RETAIL ETF
Item 1(b) Address of Issuer's Principal Executive Office:
One Lincoln Street; CPH0326
Boston, MA 02111
Item 2(a) Name of Person Filing: The Bank Of New York Mellon Corporation
and any other reporting person(s)
identified on the second part of the
cover page(s) and Exhibit I
Item 2(b) Address of Principal Business Office, or if None, Residence:
C/O The Bank of New York Mellon Corporation
One Wall Street, 31st Floor
New York, New York 10286
(for all reporting persons)
Item 2(c) Citizenship: See cover page and Exhibit I
Item 2(d) Title of Class of Securities: Exchange Traded Fund
CUSIP Number 78464A714
Item 3 See Item 12 of cover page(s) ("Type of Reporting
Person ") for each reporting person.

Symbol Category

BD = Broker or Dealer registered under Section 15 of the
Securities Exchange Act of 1934
BK = Bank as defined in Section 3(a)(6) of the Securities
Exchange Act of 1934
IV = Investment Company registered under Section 8 of the
Investment Company Act of 1940
IA = Investment Advisor registered under Section 203 of the
Investment Advisors Act of 1940
EP = Employee Benefit Plan, Pension Fund which is subject
to the provisions of the Employee Retirement Income
Security Act of 1974 or Endowment Fund; see
Section 240.13 - d(1) (b) (1) (ii) (F)
HC = Parent Holding Company, in accordance with Section
240.13-d(1) (b) (1) (ii) (G)

Item 4 Ownership: See Item 5 through 9 and 11 of cover page(s)
as to each reporting person.

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The amount beneficially owned includes, where appropriate, securities not outstanding which are subject to options, warrants, rights or conversion privileges that are exercisable within 60 days. The securities reported herein as beneficially owned may exclude securities of the issuer with respect to which voting and/or dispositive power is exercised by subsidiaries of The Bank of New York Mellon Corporation, or departments or units thereof, independently from the exercise of those powers over the securities reported herein. See SEC Release No. 34-39538 (January 12, 1998). The filing of this Schedule 13G shall not be construed as an admission that The Bank of New York Mellon Corporation, or its direct or indirect subsidiaries, including The Bank of New York Mellon and BNY Mellon, National Association, are for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owners of any securities covered by this Schedule 13G.

The following information applies if checked: () The Bank of New York Mellon and/or() The Bank of New York Mellon Trust Company, National Association is/are the trustee of the issuer's employee benefit plan (the Plan), which is subject to ERISA. The securities reported include all shares held of record by such reporting person(s) as trustee of the Plan which have not been allocated to the individual accounts of employee participants in the Plan. The reporting person, however, disclaims beneficial ownership of all shares that have been allocated to the individual accounts of employee participants in the Plan for which directions have been received and followed.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following (X)

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

All of the securities are beneficially owned by The Bank of New York Mellon Corporation and its direct or indirect subsidiaries in their various fiduciary capacities. As a result, another entity in every instance is entitled to dividends or proceeds of sale. The number of individual accounts holding an interest of 5% or more is (0)

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company:
See Exhibit I.

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true,

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complete and correct. This filing is signed by The Bank of New York Mellon Corporation on behalf of all reporting entities pursuant to Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended.

Date: July 10, 2009

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ DAVID BELSTERLING

David Belsterling
First Vice President
Attorney-In-Fact for
The Bank of New York Mellon Corporation

EXHIBIT I

The shares reported on the attached Schedule 13G are beneficially owned by the following direct or indirect subsidiaries of The Bank of New York Mellon Corporation, as marked (X):

- (A) The Item 3 classification of each of the subsidiaries listed below is "Item 3(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)"
- (X) The Bank of New York Mellon
 - () The Bank of New York Mellon Trust Company, National Association
 - () BNY Mellon, National Association
 - (X) BNY Mellon Trust of Delaware
- (B) The Item 3 classification of each of the subsidiaries listed below is "Item 3(e) An Investment Adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)"
- () The Boston Company Asset Management LLC
 - () The Dreyfus Corporation (parent holding company of MBSC Securities Corporation)
 - () Founders Asset Management LLC
 - () Lockwood Advisors, Inc.
 - () Lockwood Capital Management, Inc.
 - () MBSC Securities Corporation (parent holding company of Founders Asset Management LLC)
 - () Mellon Capital Management Corporation
 - () Newton Capital Management Limited
 - () Newton Investment Management Limited
 - () Standish Mellon Asset Management Company LLC
 - () Urdang Securities Management, Inc.
 - () Walter Scott & Partners Limited
- (C) The Item 3 classification of each of the subsidiaries listed below is "Item 3(g) A Parent Holding Company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G)"
- (X) The Bank of New York Mellon Corporation
 - (X) B.N.Y. Holdings (Delaware) Corporation (parent holding company of BNY Mellon Trust of Delaware)
 - () BNY Separate Account Services, Inc. (parent holding company of Lockwood Advisors, Inc.; Lockwood Capital Management, Inc.)
 - () MAM (MA) Holding Trust (parent holding company of Standish Mellon Asset Management Company LLC; The Boston Company Asset Management LLC)

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- () MBC Investments Corporation (parent holding company of Mellon Capital Management Corporation; Neptune LLC)
- () Mellon International Holding S.A.R.L (parent holding company of Mellon International Limited)
- () Mellon International Limited (parent holding company of Newton Management Limited; Walter Scott & Partners Limited)
- () Neptune LLC (parent holding company of Mellon International Holding S.A.R.L)
- () Newton Management Limited (parent holding company of Newton Capital Management Limited; Newton Investment Management Limited)
- () Pershing Group LLC (parent holding company of BNY Separate Account Services, Inc.)

NOTE: ALL OF THE LEGAL ENTITIES LISTED UNDER (A) AND (B) ABOVE ARE DIRECT OR INDIRECT SUBSIDIARIES OF THE BANK OF NEW YORK MELLON CORPORATION. BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF THE CLASS BY ANY ONE OF THE SUBSIDIARIES OR INTERMEDIATE PARENT HOLDING COMPANIES LISTED ABOVE IS REPORTED ON A JOINT REPORTING PERSON PAGE FOR THAT SUBSIDIARY ON THE ATTACHED SCHEDULE 13G AND IS INCORPORATED IN THE TOTAL PERCENT OF CLASS REPORTED ON THE BANK OF NEW YORK MELLON CORPORATION 'S REPORTING PERSON PAGE. (DO NOT ADD THE SHARES OR PERCENT OF CLASS REPORTED ON EACH JOINT REPORTING PERSON PAGE ON THE ATTACHED SCHEDULE 13G TO DETERMINE THE TOTAL PERCENT OF CLASS FOR THE BANK OF NEW YORK MELLON CORPORATION).

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the undersigned (each a 'Company') does hereby make, constitute and appoint each of David M. Belsterling and Andrew M. Kresl (and any other employee of The Bank of New York Mellon Corporation, or one of its affiliates, designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended (the 'Exchange Act'), with respect to securities which may be deemed to be beneficially owned by the Company or under the Company's investment discretion under the Exchange Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by a Company or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Bank of New York Mellon Corporation or one of its affiliates.

THIS POWER OF ATTORNEY may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each Company hereby executes this Power of Attorney effective as of the date set forth below.

THE BANK OF NEW YORK MELLON CORPORATION

THE BANK OF NEW YORK

By: /s/ Ronald P. O'Hanley

By: /s/ Bruce W. Van Saun

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Ronald P.O 'Hanley
Vice Chairman
Date: August 1, 2007

Bruce W. Van Saun
Vice Chairman & Chief Financial
Officer
Date: August 1, 2007

By: /s/ John Dowd

John Dowd
Executive Vice President
Date: August 1, 2007

THE BANK OF NEW YORK TRUST
COMPANY, N.A.

BNY SEPARATE ACCOUNT SERVICES, INC.

By: /s/ Michael K. Klugman

Michael K. Klugman
President
Date: August 1, 2007

By: /s/ Lisa Detwiler

Lisa Detwiler
Managing Counsel / Asst. Secretary
Date: August 27, 2007

By: /s/ Thomas J. Mastro

Thomas J.Mastro
Executive Vice President
Date: August 1, 2007

THE BOSTON COMPANY ASSET
MANAGEMENT , LLC

THE BOSTON COMPANY HOLDING LLC

By: /s/ Corey A. Griffin

Corey A. Griffin
Chairman & Chief Executive Officer
Date: December 19, 2007

By: /s/ James P. Palermo

James P. Palermo
President
Date: August 1, 2007

THE DREYFUS CORPORATION

FOUNDERS ASSET MANAGEMENT LLC

By: /s/ J. David Officer

J. David Officer
Director & Chief Operating Officer
Date: August 1, 2007

By: /s/ David L. Ray

David L. Ray
Senior Vice President &
Chief Operating Officer
Date: December 18, 2007

LOCKWOOD ADVISORS, INC.

LOCKWOOD CAPITAL MANAGEMENT, INC.

By: /s/ Lisa Detwiler

Lisa Detwiler
Managing Counsel / Asst. Secretary
Date: August 7, 2008

By: /s/ Lisa Detwiler

Lisa Detwiler
Managing Counsel / Asst. Secretary
Date: August 27, 2007

MAM (MA) HOLDING TRUST

By: /s/ Michael A. Bryson

Michael A.Bryson, Trustee
Date: August 1, 2007

By: /s/ Ronald P. O'Hanley

Ronald P.O 'Hanley, Trustee

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Date: August 1, 2007

By: /s/ Scott E. Wennerholm

Scott E. Wennerholm, Trustee

Date: December 20, 2007

MBC INVESTMENTS CORPORATION

By: /s/ Robert A. Repetto

Robert A. Repetto
Vice President

Date: August 1, 2007

MELLON BANK, N.A.

By: /s/ Ronald P. O'Hanley

Ronald P. O'Hanley
Vice Chairman

Date: August 1, 2007

MELLON GLOBAL INVESTMENTS LIMITED

By: /s/

Jonathan M. Little
Director Manager

Date:

MELLON INTERNATIONAL LIMITED

By: /s/ Helena L. Morrissey

Helena L. Morrissey
Director

Date: April 15, 2008

MELLON TRUST OF CALIFORNIA

By: /s/ David R. Holst

David R. Holst
President

Date: August 1, 2007

MELLON TRUST OF NEW ENGLAND, N.A.

By: /s/ James P. Palermo

James P. Palermo
President President

Date: August 1, 2007

MELLON TRUST OF WASHINGTON

By: /s/ David R. Holst

MBSC SECURITIES CORPORATION

By: /s/ J. David Officer

J. David Officer
President and Director

Date: August 1, 2007

MELLON CAPITAL MANAGEMENT
CORPORATION

By: /s/ Gabriela Parcella

Gabriela Parcella
Executive Vice President &
Chief Operating Officer

Date: August 1, 2007

MELLON INTERNATIONAL HOLDING S.A.R.L.

By: /s/ Robert A. Repetto

Robert A. Repetto

Date: August 1, 2007

MELLON PRIVATE TRUST COMPANY, N.A.

By: /s/ Lawrence Hughes

Lawrence Hughes
President & Chief Executive
Officer

Date: August 1, 2007

MELLON TRUST OF DELAWARE, N.A.

By: /s/ David B. Kutch

David B. Kutch
President & Chief Executive
Officer

Date: August 1, 2007

MELLON TRUST OF NEW YORK, LLC

By: /s/ Lawrence Hughes

Lawrence Hughes

Date: August 1, 2007

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David R.Holst
Chairman & Chief Executive Officer
Date: August 1, 2007

NEPTUNE LLC

By: /s/ Ronald P. O'Hanley

Ronald P.O 'Hanley
President & Chief Executive Officer
Date: August 1, 2007

NEWTON CAPITAL MANAGEMENT LIMITED

By: /s/ Helena L. Morrissey

Helena L. Morrissey
Director & Chief Executive Officer
Date: April 15, 2008

NEWTON INVESTMENT MANAGEMENT LIMITED

By: /s/ Helena L. Morrissey

Helena L. Morrissey
Director Director
Date: April 15, 2008

NEWTON MANAGEMENT LIMITED

By: /s/ Helena L. Morrissey

Helena L. Morrissey
Date: April 15, 2008

PERSHING GROUP LLC

By: /s/Dennis Wallestad

Dennis Wallestad
Chief Financial Officer
Date: September 11, 2008

STANDISH MELLON ASSET MANAGEMENT COMPANY LLC

By: /s/ James D. MacIntyre

James D. MacIntyre
President & Chief Operating Officer
Date: August 1, 2007

URDANG SECURITIES MANAGEMENT, INC.

By: /s/ Richard J. Ferst

Richard J. Ferst
President & Chief Operating Officer
Date: August 1, 2007

WALTER SCOTT & PARTNERS LIMITED

By: /s/ Kenneth J. Lyall

Kenneth J. Lyall
Chairman
Date: December 24, 2007

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended (the 'Exchange Act'), each undersigned entity (each a 'Company') hereby agrees to any and all joint filings required to be made on the Company's behalf on Schedule 13G (including amendments thereto) under the Exchange Act, with respect to securities which may be deemed to be beneficially owned by the Company under the Exchange Act, and that this Agreement be included as an Exhibit to any such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each Company hereby executes this Agreement effective as of the date set forth below.

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ Ronald P. O'Hanley

THE BANK OF NEW YORK

By: /s/ Bruce W. Van Saun

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Ronald P.O 'Hanley
Vice Chairman
Date: August 1, 2007

Bruce W. Van Saun
Vice Chairman & Chief Financial
Officer
Date: August 1, 2007

THE BANK OF NEW YORK TRUST
COMPANY, N.A.

BNY SEPARATE ACCOUNT SERVICES, INC.

By: /s/ Michael K. Klugman

Michael K. Klugman
President
Date: August 1, 2007

By: /s/ Lisa Detwiler

Lisa Detwiler
Managing Counsel / Asst. Secretary
Date: August 27, 2007

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By: /s/ Corey A. Griffin

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Date: December 19, 2007

By: /s/ James P. Palermo

James P. Palermo
President
Date: August 1, 2007

THE DREYFUS CORPORATION

FOUNDERS ASSET MANAGEMENT LLC

By: /s/ J. David Officer

J. David Officer
Director & Chief Operating Officer
Date: August 1, 2007

By: /s/ David L. Ray

David L. Ray
Senior Vice President &
Chief Operating Officer
Date: December 18, 2007

LOCKWOOD ADVISORS, INC.

LOCKWOOD CAPITAL MANAGEMENT, INC.

By: /s/ Lisa Detwiler

Lisa Detwiler
Managing Counsel / Asst. Secretary
Date: August 7, 2008

By: /s/ Lisa Detwiler

Lisa Detwiler
Managing Counsel / Asst. Secretary
Date: August 27, 2007

MAM (MA) HOLDING TRUST

By: /s/ Michael A. Bryson

Michael A. Bryson, Trustee
Date: August 1, 2007

By: /s/ Ronald P. O'Hanley

Ronald P.O 'Hanley, Trustee
Date: August 1, 2007

By: /s/ Scott E. Wennerholm

Scott E. Wennerholm, Trustee
Date: December 20, 2007

MBC INVESTMENTS CORPORATION

MBSC SECURITIES CORPORATION

By: /s/ Robert A. Repetto

Robert A. Repetto

By: /s/ J. David Officer

J. David Officer

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Vice President
Date: August 1, 2007

MELLON BANK, N.A.

By: /s/ Ronald P. O'Hanley

Ronald P.O 'Hanley
Vice Chairman

Date: August 1, 2007

MELLON GLOBAL INVESTMENTS LIMITED

By: /s/

Jonathan M. Little
Director Manager

Date:

MELLON INTERNATIONAL LIMITED

By: /s/ Helena L. Morrissey

Helena L. Morrissey
Director

Date: April 15, 2008

MELLON TRUST OF CALIFORNIA

By: /s/ David R. Holst

David R. Holst
President

Date: August 1, 2007

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By: /s/ James P. Palermo

James P. Palermo
President President

Date: August 1, 2007

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By: /s/ David R. Holst

David R.Holst
Chairman & Chief Executive Officer

Date: August 1, 2007

NEPTUNE LLC

By: /s/ Ronald P. O'Hanley

Ronald P.O 'Hanley
President & Chief Executive Officer

Date: August 1, 2007

President and Director
Date: August 1, 2007

MELLON CAPITAL MANAGEMENT
CORPORATION

By: /s/ Gabriela Parcella

Gabriela Parcella
Executive Vice President &
Chief Operating Officer

Date: August 1, 2007

MELLON INTERNATIONAL HOLDING S.A.R.L.

By: /s/ Robert A. Repetto

Robert A. Repetto

Date: August 1, 2007

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By: /s/ Lawrence Hughes

Lawrence Hughes
President & Chief Executive
Officer

Date: August 1, 2007

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By: /s/ David B. Kutch

David B. Kutch
President & Chief Executive
Officer

Date: August 1, 2007

MELLON TRUST OF NEW YORK, LLC

By: /s/ Lawrence Hughes

Lawrence Hughes

Date: August 1, 2007

NEWTON CAPITAL MANAGEMENT LIMITED

By: /s/ Helena L. Morrissey

Helena L. Morrissey
Director & Chief Executive
Officer

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Date: April 15, 2008

NEWTON INVESTMENT MANAGEMENT LIMITED

NEWTON MANAGEMENT LIMITED

By: /s/ Helena L. Morrissey

By: /s/ Helena L. Morrissey

Helena L. Morrissey
Director Director

Helena L. Morrissey

Date: April 15, 2008

Date: April 15, 2008

PERSHING GROUP LLC

STANDISH MELLON ASSET MANAGEMENT
COMPANY LLC

By: /s/ Dennis Wallestad

By: /s/ James D. MacIntyre

Dennis Wallestad
Chief Financial Officer

James D. MacIntyre
President & Chief Operating
Officer

Date: September 11, 2008

Date: August 1, 2007

URDANG SECURITIES MANAGEMENT, INC.

WALTER SCOTT & PARTNERS LIMITED

By: /s/ Richard J. Ferst

By: /s/ Kenneth J. Lyall

Richard J. Ferst
President & Chief Operating Officer

Kenneth J. Lyall
Chairman

Date: August 1, 2007

Date: December 24, 2007