

Bank of New York Mellon Corp
 Form 4
 February 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HASSELL GERALD L

2. Issuer Name and Ticker or Trading Symbol
Bank of New York Mellon Corp [BK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

THE BANK OF NEW YORK MELLON CORPORATION, ONE WALL STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10286

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| Common Stock | 02/20/2015 | | A | | 70,070.9318 (1) | A | \$ 0 767,389.9271 D |
| Common Stock | 02/20/2015 | | A | | 131,707 (2) | A | \$ 0 899,096.9271 D |
| Common Stock | 02/20/2015 | | M | | 329,593 | A | \$ 18.02 1,228,689.9271 D |
| Common Stock | 02/20/2015 | | S | | 329,593 | D | \$ 39.1427 899,096.9271 D (3) |

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| | | | | | | | | |
|--------------|------------|---|-----------|---|------------------|-----------------|---|--------------------|
| Common Stock | 02/20/2015 | S | 28,254 | D | \$ 39.146 (4) | 870,842.9271 | D | |
| Common Stock | 02/21/2015 | F | 6,481 (5) | D | \$ 39.44 | 864,361.9271 | D | |
| Common Stock | | | | | | 53,621.4356 (6) | I | By 401(k) Plan |
| Common Stock | | | | | | 82,140 | I | By Family Trust |
| Common Stock | | | | | | 82,140 | I | By Family Trust #2 |
| Common Stock | | | | | | 56,604 (7) | I | By Wife |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| 3/9/2009 Stock Options | \$ 18.02 | 02/20/2015 | | M | 329,593 | 03/09/2010(8) | 03/09/2019 | Common Stock | 329,593 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HASSELL GERALD L THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286 | X | | Chairman & CEO | |

Signatures

/s/ Craig T. Beazer,
Attorney-in-Fact

02/24/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Represents portion of Performance Share Units granted in February 2013 and February 2014 (including units from reinvested dividend equivalents) for which performance goals have been achieved, as certified on February 20, 2015. Each unit represents the right to one share of the Issuer's common stock. These units are scheduled to vest in February 2016 (for the February 2013 award) and February 2017 (for the February 2014 award) and each award remains subject to risk-based adjustment provisions.

Award of Restricted Stock Units as a portion of the Reporting Person's annual incentive. Units vest in annual increments of one-third beginning on first anniversary of the award. All or a portion of the units may be forfeited prior to vesting based on ongoing risk-based adjustment provisions. Vested units will be settled in Common Stock.
 - (2) Represents the weighted average price of shares sold with actual prices ranging from \$39.01 to \$39.37. Upon request by the SEC staff, the issuer, or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within this range.
 - (3) Represents the weighted average price of shares sold with actual prices ranging from \$38.82 to \$39.30. Upon request by the SEC staff, the issuer, or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within this range.
 - (4) Shares withheld in payment of tax liability incident to vesting of previously disclosed awards.
 - (5) Holdings reported as of 12/31/2014.
 - (6) The Reporting Person disclaims beneficial ownership of these shares.
 - (7) Grant became exercisable in annual installments of one-fourth each beginning on date indicated.
 - (8) Not Applicable.
 - (9) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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