

Bank of New York Mellon Corp
 Form 4
 April 29, 2015

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Peetz Karen B

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President

(Last) (First) (Middle)

THE BANK OF NEW YORK
 MELLON CORPORATION, ONE
 WALL STREET

3. Date of Earliest Transaction (Month/Day/Year)
 04/27/2015

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		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	(A) or (D)			
Common Stock	04/27/2015		S		50,000	D	42.0841	186,309.5833	D
							<u>(1)</u>		
Common Stock	04/27/2015		G	V	3,550	D	\$ 0	182,759.5833	D
Common Stock	04/27/2015		M		73,001	A	\$ 30.25	255,760.5833	D
Common Stock	04/27/2015		M		106,072	A	\$ 30.13	361,832.5833	D

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Common Stock	04/27/2015	S	73,001	D	\$ 42.2637 (2)	288,831.5833	D
Common Stock	04/27/2015	S	106,072	D	\$ 42.1833 (3)	182,759.5833	D

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)
03/16/2010 Stock Options	\$ 30.25	04/27/2015		M	73,001	03/16/2011(4) 03/16/2020	Common Stock 7
02/24/2011 Stock Options	\$ 30.13	04/27/2015		M	106,072	03/24/2012(4) 03/24/2021	Common Stock 10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Petz Karen B THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286			President	

Signatures

/s/ Craig T. Beazer, Attorney-in-Fact 04/29/2015

**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).
 - Represents the weighted average price of shares sold with actual prices ranging from \$41.95 to \$42.28. 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.
 - (1) Represents the weighted average price of shares sold with actual prices ranging from \$42.235 to \$42.29. 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.
 - (2) Represents the weighted average price of shares sold with actual prices ranging from \$42.12 to \$42.29. 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) Grant of Stock Options under the BNY Mellon Long-Term Incentive Plan. Grant becomes exercisable in annual increments of one-fourth each beginning on date indicated.
 - (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.