

HASSELL GERALD L
Form 4
February 27, 2012

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)
02/23/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/23/2012 | | A | | 283,738 (1) | A | \$ 0 |
| Common Stock | | | | | 868,273.6447 (2) | D | |
| Common Stock | | | | | 50,771.0984 (3) | I | By 401(k) Plan |
| Common Stock | | | | | 14,269 | I | By Family Trust |
| Common Stock | | | | | 14,269 | I | By Second Family |

| | | | | Trust |
|--------------|--|---------|---|-------------------|
| Common Stock | | 56,604 | I | By Wife (4) |
| Common Stock | | 92,882 | I | By GRAT 2009-2 |
| Common Stock | | 105,630 | I | By GRAT 2010-1 |
| Common Stock | | 92,237 | I | By GRAT 2010-2 |

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 Number of Shares |
| EMP OPT-Right to Buy-Type NQ 2/23/2012 | \$ 22.03 | 02/23/2012 | | A ⁽⁵⁾ | 434,412 | 02/23/2013 02/22/2022 | Common Stock | 434,412 | |

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, President & CEO |

Signatures

/s/Arlie R. Nogay,
Attorney-in-Fact

02/27/2012

__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).
Award of Restricted Stock Units under BNY Mellon Long-Term Incentive Plan. Units vest in annual increments of one-third beginning on first anniversary of the award and are subject to forfeiture if certain performance criteria are not achieved for 2012. A portion of the units may also be forfeited prior to vesting based on ongoing performance adjustment criteria. Vested units will be settled in Common Stock.
 - (1) Includes 27,763 shares previously held in GRAT 2010-2 which were distributed to Mr. Hassell and are now owned directly.
 - (2) Holdings reported as of 02/10/2012.
 - (3) I disclaim beneficial ownership of these shares.
Grant of Stock Options under the BNY Mellon Long-Term Incentive Plan. Grant becomes exercisable in annual installments of
 - (5) one-fourth each beginning on date indicated. A portion of the options may be forfeited prior to vesting based on ongoing performance adjustment criteria.
 - (6) 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.