

Bank of New York Mellon Corp
 Form 4
 March 10, 2014

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 NORDENBERG MARK A

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)
 03/06/2014

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

OFFICE OF THE CHANCELLOR, 107 CATHEDRAL OF LEARNING

(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

PITTSBURGH, PA 15260

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 03/06/2014 | | M ⁽¹⁾ | A | 3,300 | \$ 31.18 | 4,120 D |
| Common Stock | 03/06/2014 | | S | D | 3,138 | \$ 32.8634 | 982 D |
| Common Stock | 03/06/2014 | | M ⁽³⁾ | A | 3,300 | \$ 27.45 | 4,282 D |
| Common Stock | 03/06/2014 | | S | D | 2,763 | \$ 32.8635 | 1,519 D |

Edgar Filing: Bank of New York Mellon Corp - Form 4

(4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option - 2004 - Right to Buy | \$ 31.18 | 03/06/2014 | | M | 3,300 | 04/23/2004 04/23/2014 | Common Stock | 3,300 |
| Option - 2005 - Right to Buy | \$ 27.45 | 03/06/2014 | | M | 3,300 | 04/22/2005 04/22/2015 | Common Stock | 3,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NORDENBERG MARK A OFFICE OF THE CHANCELLOR 107 CATHEDRAL OF LEARNING PITTSBURGH, PA 15260 | X | | | |

Signatures

/s/ Richard M. Pearlman,
Attorney-In-Fact

03/10/2014

**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) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's outside director compensation program in April 2004, which if not exercised were scheduled to expire on April 23, 2014.
Represents the weighted average price of shares sold with actual prices ranging from \$32.8601 to \$32.865. 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) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's outside director compensation program in April 2005, which if not exercised were scheduled to expire on April 22, 2015.
Represents the weighted average price of shares sold with actual prices ranging from \$32.86 to \$32.865. 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.
- (5) 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.