

Bank of New York Mellon Corp
 Form 4
 August 07, 2015

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

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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 *
 Brueckner Richard F

(Last) (First) (Middle)

THE BANK OF NEW YORK
 MELLON CORPORATION, ONE
 WALL STREET

(Street)

NEW YORK, NY 10286

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Executive Vice President

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 08/05/2015 | | M | | 143,058 | A | \$ 18.02 | 341,617.9709 | D | |
| Common Stock | 08/05/2015 | | S | | 143,058 | D | \$ 44.4234 | 198,559.9709 | D | |
| Common Stock | 08/05/2015 | | M | | 125,461 | A | \$ 30.25 | 324,020.9709 | D | |
| Common Stock | 08/05/2015 | | S | | 125,461 | D | \$ 44.4354 | 198,559.9709 | D | |

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| | | | | | | | | | |
|--------------|------------|---|--------|---|------------|--------------|---|--|-------------|
| Common Stock | 08/05/2015 | M | 51,747 | A | \$ 22.03 | 250,306.9709 | D | | |
| Common Stock | 08/05/2015 | S | 51,747 | D | \$ 44.4354 | 198,559.9709 | D | | |
| Common Stock | 08/05/2015 | S | 45,896 | D | \$ 44.4551 | 152,663.9709 | D | | |
| Common Stock | | | | | | 49 | I | | By Wife |
| Common Stock | | | | | | 18 | I | | By Daughter |
| Common Stock | | | | | | 16 | I | | By Son |

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 Security (Instr. 3 and 4) | 8. Amount of Underlying Security |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|
| 3/9/2009 Stock Options | \$ 18.02 | 08/05/2015 | | M | 143,058 | 03/09/2010 ⁽⁵⁾ 03/09/2019 | Common Stock | 143,058 |
| 3/16/2010 Stock Options | \$ 30.25 | 08/05/2015 | | M | 125,461 | 03/16/2011 ⁽⁵⁾ 03/16/2020 | Common Stock | 125,461 |
| 2/23/2012 Stock Options | \$ 22.03 | 08/05/2015 | | M | 51,747 | 02/23/2013 ⁽⁵⁾ 02/23/2022 | Common Stock | 51,747 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brueckner Richard F THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286 | | | Sr. Executive Vice President | |

Signatures

/s/ Craig T. Beazer, 08/07/2015
Attorney-in-Fact

__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 the weighted average price of shares sold with actual prices ranging from \$44.27 to \$44.885. 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 \$44.27 to \$44.88. 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 \$44.31 to \$44.90. 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) Represents the weighted average price of shares sold with actual prices ranging from \$44.3040 to \$44.8838. 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) Grant became exercisable in annual installments of one-fourth each beginning on the date indicated.
 - (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.