

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-18**
SEC Accession No. [0001181431-13-004403](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

GIBBONS THOMAS P

CIK: **1209479**

Type: **4** | Act: **34** | File No.: **001-35651** | Film No.: **13543945**

ISSUER

Bank of New York Mellon CORP

CIK: **1390777** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6022** State commercial banks

Mailing Address
*ONE WALL STREET
NEW YORK NY 10286*

Business Address
*ONE WALL STREET
NEW YORK NY 10286
212-495-1784*

FORM 4

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

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

| OMB APPROVAL | |
|---|------------|
| OMB Number: | 3235-0287 |
| Expires: | 02/28/2011 |
| Estimated average burden hours per response | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person GIBBONS THOMAS P | | | 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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice Chairman & CFO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/18/2013 | | | | | |
| THE BANK OF NEW YORK MELLON CORPORATION, ONE WALL STREET | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person | | |
| (Street) 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 | (A) or (D) | Price | | | |
| Common Stock | 12/12/2012 | | G | V | 145,667 | D | \$ 0 | 197,263.7894 | D | |
| Common Stock | 12/12/2012 | | G | V | 36,419 | A | \$ 0 | 36,419 | I | By Family Trust #1 |
| Common Stock | 12/12/2012 | | G | V | 36,416 | A | \$ 0 | 36,416 | I | By Family Trust #2 |
| Common Stock | 12/12/2012 | | G | V | 36,416 | A | \$ 0 | 36,416 | I | By Family Trust #3 |
| Common Stock | 12/12/2012 | | G | V | 36,416 | A | \$ 0 | 36,416 | I | By Family Trust #4 |
| Common Stock | 01/18/2013 | | M | (1) | 70,755 | A | \$24.52 | 268,018.7894 | D | |
| Common Stock | 01/18/2013 | | S | | 70,755 | D | \$26.1811 (2) | 197,263.7894 | D | |
| Common Stock | 01/22/2013 | | M | (1) | 70,755 | A | \$24.52 | 268,018.7894 | D | |
| Common Stock | 01/22/2013 | | S | | 70,755 | D | \$26.5751 (3) | 197,263.7894 | D | |
| Common Stock | | | | | | | | 81,784 | I | By GRAT 2011 (4) |

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

| 1. Title of Derivative | 2. Conversion or Exercise | 3. Transaction | 3A. Deemed Execution | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying | 8. Price of Derivative | 9. Number of Derivative Securities | 10. Ownership Form of | 11. Nature of Indirect Beneficial |
|------------------------|---------------------------|----------------|----------------------|----------------|------------------------------------|--|--|------------------------|------------------------------------|-----------------------|-----------------------------------|
|------------------------|---------------------------|----------------|----------------------|----------------|------------------------------------|--|--|------------------------|------------------------------------|-----------------------|-----------------------------------|

| Security (Instr. 3) | Price of Derivative Security | Date (Month/Day/Year) | Date, if any (Month/Day/Year) | Code (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | Derivative Security (Instr. 3 and 4) | | Security (Instr. 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
|-------------------------------|------------------------------|-----------------------|-------------------------------|-----------------|---|--|--------|------------------|-----------------|--------------------------------------|----------------------------|---------------------|---|--|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 2/11/03 Stock Options \$23.13 | \$24.52 | 01/18/2013 | | <u>M</u> | | | 70,755 | 02/11/2004 | 02/11/2013 | Common Stock | 70,755 | (S) | 70,755 | D | |
| 2/11/03 Stock Options \$23.13 | \$24.52 | 01/22/2013 | | <u>M</u> | | | 70,755 | 02/11/2004 | 02/11/2013 | Common Stock | 70,755 | (S) | 0 | D | |

Explanation of Responses:

1. Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's annual employee compensation program in February 2003, which if not exercised were scheduled to expire on February 11, 2013.
2. Represents the weighted average price of shares sold with actual prices ranging from \$26.11 to \$26.24. 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 \$26.50 to \$26.665. 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. 47,337 shares previously reported as held by GRAT were distributed to Reporting Person and are included in direct beneficial holdings.
5. Not Applicable.

Signatures

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

** Signature of Reporting Person

01/23/2013

Date

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

* 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).

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

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 Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Craig T. Beazer, Bennett E. Josselson, Richard M. Pearlman and Jane C. Sherburne, and each of them, the undersigned's true and lawful attorneys-in-fact for and in the undersigned's name, place and stead to:

1. prepare, execute, and file with the Securities and Exchange Commission ("SEC"), the New York Stock Exchange ("NYSE") and The Bank of New York Mellon Corporation (the "Company"), for and on behalf of the undersigned, pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, such statements regarding the undersigned's beneficial ownership of securities of the Company as required by law; and

2. prepare, execute and file with the SEC, the NYSE and the Company, for and on behalf of the undersigned, one or more Notices of Proposed Sale of Securities on Form 144 relating to the sale of shares of common stock of the Company; and

3. do and perform any and all acts, for and on behalf of the undersigned, which may be necessary or desirable for the preparation and timely filing of any such reports or documents with the SEC, the NYSE and any other authority; and

4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Said attorneys-in-fact and each of them shall have full power and authority to do and perform, in the name and on behalf of the undersigned, each and every act and thing whatsoever requisite, necessary or proper to be done in connection with any of the above as fully as the undersigned might or could do if personally present, the undersigned hereby ratifying and confirming all that said attorneys-in-fact and each of them may lawfully do or cause to be done by virtue hereof of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of

the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 12th day of June, 2012.

/s/Thomas P. Gibbons

Thomas P. Gibbons