

GIBBONS THOMAS P
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 *
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chairman & CFO

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)
Common Stock	02/23/2012		A	83,886 (1)	A \$ 0 317,807.3406	D	
Common Stock					129,121 (2)	I	By GRAT 2011

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

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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)	Title	Amount	
EMP OPT-Right to Buy-Type NQ 2/23/2012	\$ 22.03	02/23/2012		A ⁽³⁾		128,432		02/23/2013 02/22/2022	Common Stock	128,432

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBBONS THOMAS P THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286			Vice Chairman & CFO	

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).

- (1) Award of Restricted Stock Units under The Bank of New York Mellon Corporation 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.
- (2) Grantor Retained Annuity Trust, of which Reporting Person is Trustee. These shares were contributed on September 8, 2011, and were previously reported as direct beneficial ownership.
- (3) Grant of Stock Options under the BNY Mellon Long-Term Incentive Plan. Grant becomes exercisable in annual installments of one-fourth each beginning on date indicated. A portion of the options may be forfeited prior to vesting based on ongoing performance adjustment criteria.
- (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.

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