

Bank of New York Mellon CORP
 Form 4
 February 09, 2011

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 *
KELLY ROBERT P

(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)
02/07/2011

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)
Chairman & CEO

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 (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	(A) or (D)	Price
Common Stock	02/07/2011		D ⁽¹⁾		12,959.3277	D	2
Common Stock	02/07/2011		F		17,605	D	\$ 31.84
Common Stock					4,822.8333	I	⁽⁴⁾
Common Stock					204,043	I	⁽⁵⁾

By 401(k) Plan
 By GRAT

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	(6)	02/07/2011		D ⁽⁷⁾	53,998.3277	12/31/2010	03/15/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY ROBERT P THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286	X		Chairman & CEO	

Signatures

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

02/09/2011

**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).

- Disposition represents forfeiture of restricted stock portion of Performance Share Award granted to the Reporting Person by the Issuer on
- (1) March 10, 2008. The Reporting Person forfeited 12,959.3277 shares out of a total of 53998.3277 such shares (including shares from dividend reinvestment) which are included in the pre-forfeiture ownership totals.
 - (2) Not Applicable.
 - (3) Shares withheld in payment of tax liability relating to vested portion of Performance Shares.
 - (4) Holdings reported as of 12/30/2010.
 - (5) Grantor Retained Annuity Trust, of which Reporting Person is Trustee. These shares were contributed on July 22, 2010, and were previously reported as direct beneficial ownership.

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(6) 1-for-1.

Disposition represents forfeiture of entire Other Stock-Based Award portion of Performance Share Award granted on March 10, 2008.

(7) The maximum amount that could have been earned by Reporting Person was represented by the combination of the restricted stock referred to in Footnote 1 above and of this award (and dividend reinvestments).

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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