

Keaney Timothy F  
Form 4  
February 27, 2012

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

OMB APPROVAL

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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 \*  
Keaney Timothy F

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

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/23/2012		A		85,121 (1)	A	\$ 0 321,841.4112	D	
Common Stock	02/23/2012		A		29,331 (2)	A	\$ 0 351,172.4112	D	
Common Stock	02/23/2012		F		13,063 (3)	D	\$ 22.03 338,109.4112	D	
Common Stock							9,383.1524 (4)	I	By 401(k) Plan

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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 Amount of Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
EMP OPT-Right to Buy-Type NQ 2/23/2012	\$ 22.03	02/23/2012		A <sup>(5)</sup>	130,323	02/23/2013 02/22/2022	Common Stock 130,323

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keaney Timothy F THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286			Vice Chairman	

## Signatures

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

Award of Restricted Stock Units under the BNY Mellon 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

(1) portion of the award also may be forfeited prior to vesting based on ongoing performance adjustment criteria. Vested units will be settled in Common Stock; after-tax shares are subject to six-month holding period in compliance with the Remuneration Code of the Financial Services Authority of the United Kingdom.

(2)

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Award of Restricted Stock Units under the BNY Mellon Long-Term Incentive Plan. Units vest and are settled in shares of Common Stock at grant. After-tax shares are subject to a six-month holding period in compliance with the Remuneration Code of the Financial Services Authority of the United Kingdom.

(3) Shares withheld in payment of tax liability incident to vesting.

(4) Holdings reported as of 02/10/2012.

Grant of Stock Options under the BNY Mellon Long-Term Incentive Plan. Grant becomes exercisable in annual installments of

(5) one-fourth each beginning on date indicated. A portion of the options may be forfeited prior to vesting based on ongoing performance adjustment criteria.

(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.

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