

Bank of New York Mellon Corp
 Form 4
 February 24, 2015

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 *
 Brueckner Richard 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. Executive Vice President

(Last) (First) (Middle)
 THE BANK OF NEW YORK
 MELLON CORPORATION, ONE
 WALL STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2015

NEW YORK, NY 10286
 (City) (State) (Zip)

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

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 or Price | | |
| Common Stock | 02/20/2015 | | A | | 17,517.9891 ⁽¹⁾ | A | \$ 0 262,925.7756 D |
| Common Stock | 02/20/2015 | | A | | 19,458 ⁽²⁾ | A | \$ 0 282,383.7756 D |
| Common Stock | 02/21/2015 | | F | | 3,119 ⁽³⁾ | D | \$ 39.44 279,264.7756 D |
| Common Stock | | | | | | | 49 I By Wife |
| | | | | | | | 18 I |

Common
Stock

By
Daughter

Common
Stock

16

I

By Son

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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,
Attorney-in-Fact

02/24/2015

**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).

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- Represents portion of Performance Share Units granted in February 2013 and February 2014 (including units from reinvested dividend equivalents) for which performance goals have been achieved, as certified on February 20, 2015. Each unit represents the right to one share of the Issuer's common stock. These units are scheduled to vest in February 2016 (for the February 2013 award) and February 2017 (for the February 2014 award) and each award remains subject to risk-based adjustment provisions.
- (1)
 - (2) Award of Restricted Stock Units as a portion of the Reporting Person's annual incentive. Units vest in annual increments of one-third beginning on first anniversary of the award. All or a portion of the units may be forfeited prior to vesting based on ongoing risk-based adjustment provisions. Vested units will be settled in Common Stock.
 - (3) Shares withheld in payment of tax liability incident to vesting of previously disclosed awards.

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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