

Bank of New York Mellon Corp  
 Form 4  
 February 21, 2014

**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 \*  
 ROGAN BRIAN G

(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)  
 02/19/2014

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)  
 Vice Chairman

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                    | 02/19/2014                           |  | A                              |   | 18,665.4332 <sup>(1)</sup>  | A  | \$ 0                                       | 580,214.4721 D              |
| Common Stock                    | 02/19/2014                           |  | A                              |   | 44,897 <sup>(2)</sup>   | A  | \$ 0                                       | 625,111.4721 D              |
| Common Stock                    |                                      |  |                                |   |   |  |  | 3,262.1936 <sup>(3)</sup> I |

By  
 401(k)  
 Plan

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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| ROGAN BRIAN G<br>THE BANK OF NEW YORK MELLON CORPORATION<br>ONE WALL STREET<br>NEW YORK, NY 10286 |               |           | Vice Chairman |       |

## Signatures

/s/ Craig T. Beazer, 02/21/2014  
Attorney-in-Fact

\_\_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) Represents previously granted Performance Share Units (including units from reinvested dividend equivalents) for which performance goals have been achieved, as certified on February 19, 2013. Each unit represents the right to one share of the Issuer's common stock. These units are scheduled to vest on February 21, 2016 and remain subject to risk-based adjustment provisions.
  - (2) 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. 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) Holdings reported as of 02/07/2014.

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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