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

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Arledge Curtis

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Bank of New York Mellon Corp

(Check all applicable)

Vice Chairman

[BK]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

02/20/2015

10% Owner Director X\_ Officer (give title Other (specify below)

THE BANK OF NEW YORK MELLON CORPORATION, ONE WALL STREET

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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. Transactic Code (Instr. 8)	4. Securities According Securities Securi		(A) or	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)		
Common Stock	02/20/2015		A	77,953.5168 (1)	A	\$ 0	613,952.1461	D			
Common Stock	02/20/2015		A	72,498 (2)	A	\$ 0	686,450.1461	D			
Common Stock	02/21/2015		F	13,198 (3)	D	\$ 39.44	673,252.1461	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	ınd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of	e of (Month/Day/Year) (Instr. 8) Derivative			Securitie	es	(Instr. 5)	Bene			
	Derivative		Securities				(Instr. 3	and 4)		Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δι	mount		
								or			
						Date Exercisable	Expiration Date	Title Numb			
				Code V	(A) (D)				nares		

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Arledge Curtis THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286

Vice Chairman

## **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).
- 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.
- 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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