

Bank of New York Mellon Corp
 Form 4
 November 24, 2014

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 *
 Park John A.

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)
 11/20/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Controller

THE BANK OF NEW YORK
 MELLON CORPORATION, ONE
 WALL STREET 7TH FLOOR

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 11/20/2014 | | M | | 2,516 | A | \$ 32.21 | 43,791.4188 | D | |
| Common Stock | 11/20/2014 | | S | | 2,516 | D | \$ 39.8701 | 41,275.4188 | D | |
| Common Stock | 11/20/2014 | | M | | 7,547 | A | \$ 37.09 | 48,822.4188 | D | |
| Common Stock | 11/20/2014 | | S | | 7,547 | D | \$ 39.8701 | 41,275.4188 | D | |

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(1)

Common Stock 11/20/2014 M 14,727 A \$ 18.02 56,002.4188 D

Common Stock 11/20/2014 S 14,727 D \$ 39.8701 41,275.4188 D
(1)

Common Stock 11/20/2014 S 5,277 D \$ 39.9914 35,998.4188 D
(2)

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

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SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 3/9/2005 Stock Options | \$ 32.21 | 11/20/2014 | | M | 2,516 | 03/09/2006 ⁽³⁾ 03/09/2015 | Common Stock | 2,516 |
| 3/14/2006 Stock Options | \$ 37.09 | 11/20/2014 | | M | 7,547 | 03/14/2007 ⁽³⁾ 03/14/2016 | Common Stock | 7,547 |
| 3/9/2009 Stock Options | \$ 18.02 | 11/20/2014 | | M | 14,727 | 03/09/2010 ⁽⁵⁾ 03/09/2019 | Common Stock | 14,727 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Park John A. THE BANK OF NEW YORK MELLON CORPORATION | | | Controller | |

ONE WALL STREET 7TH FLOOR
NEW YORK, NY 10286

Signatures

/s/ Craig T. Beazer,
Attorney-in-Fact

11/24/2014

**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 the weighted average price of shares sold with actual prices ranging from \$39.8450 to \$39.8950. Upon request by the SEC staff, the issuer, or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within this range.
 - (1) Represents the weighted average price of shares sold with actual prices ranging from \$39.98 to \$40.005. Upon request by the SEC staff, the issuer, or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within this range.
 - (2) Grant of Stock Options under the Long-Term Incentive Plan. Grant exercisable in annual installments of 1/3 each beginning on the date indicated.
 - (3) Not Applicable.
 - (4) Grant of Stock Options under the Long-Term Incentive Plan. Grant exercisable in annual installments of 1/4 each beginning on the date indicated.
 - (5)

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.