

Bank of New York Mellon Corp
 Form 4
 February 23, 2016

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 *
GIBBONS THOMAS P

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)
 02/19/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Chairman & CFO

THE BANK OF NEW YORK MELLON CORPORATION, 225 LIBERTY 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/19/2016 | | A | | 83,928 ⁽¹⁾ | A | \$ 0 367,806.4711 D |
| Common Stock | 02/19/2016 | | A | | 39,101.0985 ⁽²⁾ | A | \$ 0 406,907.5696 D |
| Common Stock | 02/19/2016 | | F | | 5,911 ⁽³⁾ | D | \$ 34.93 400,996.5696 D |
| Common Stock | 02/20/2016 | | F | | 4,464 ⁽³⁾ | D | \$ 34.93 396,532.5696 D |
| | 02/21/2016 | | F | | 4,084 ⁽³⁾ | D | 392,448.5696 D |

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| | | | | | | | | | | |
|--------------|------------|--|---|-----------------------|-------|-------|--------------|---|--|-------------|
| Common Stock | | | | | \$ | | | | | |
| | | | | | 34.93 | | | | | |
| Common Stock | 02/21/2016 | | F | 32,845 ⁽⁴⁾ | D | \$ | 359,603.5696 | D | | |
| | | | | | | 34.93 | | | | |
| Common Stock | | | | | | | 9,739 | I | | By Child #1 |
| Common Stock | | | | | | | 9,739 | I | | By Child #2 |
| Common Stock | | | | | | | 9,739 | I | | By Child #3 |
| Common Stock | | | | | | | 9,739 | I | | By Child #4 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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

GIBBONS THOMAS P
THE BANK OF NEW YORK MELLON CORPORATION
225 LIBERTY STREET
NEW YORK, NY 10286

Vice Chairman & CFO

Signatures

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

02/23/2016

__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 as a portion of the Reporting Person's annual incentive. Units vest in annual increments of one-third
(1) beginning on the 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.

Represents portion of Performance Shares Units granted in February 2013 and February 2014 (including units from reinvested dividend equivalents) for which performance goals for 2015 have been achieved, as certified on February 19, 2016. Each unit represents the right to one share of the issuer's common stock. The 2013 Performance Share Unit Award vested on February 21, 2016. The February 2014 Performance Share Unit Award is scheduled to vest in February 2017 and remains subject to risk-based adjustment provisions.
(3) Shares withheld in payment of tax liability incident to vesting of previously disclosed Restricted Stock Unit awards.
(4) Shares withheld in payment of tax liability incident to vesting of 2013 Performance Share Unit Award.

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.