

HASSELL GERALD L
Form 4
January 23, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HASSELL GERALD L

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)
01/18/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

THE BANK OF NEW YORK
MELLON CORPORATION, ONE
WALL 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/18/2013		G	V 20,000 D \$ 0	665,950.1264	D	
Common Stock	01/18/2013		M ⁽¹⁾	176,888 A \$ 24.52	842,838.1264	D	
Common Stock	01/18/2013		S	176,888 D \$ 26.1808	665,950.1264	D	
Common Stock	01/22/2013		M ⁽¹⁾	176,887 A \$ 24.52	842,837.1264	D	

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Common Stock	01/22/2013	S	176,887	D	\$ 26.5735 (3)	665,950.1264	D	
Common Stock						51,625.0649 (4)	I	By 401(k) Plan
Common Stock						112,140	I	By Family Trust
Common Stock						112,140	I	By Family Trust #2
Common Stock						56,604	I	By Wife (5)
Common Stock						18,922	I	By GRAT 2009-2
Common Stock						57,026	I	By GRAT 2010-1
Common Stock						61,297	I	By GRAT 2010-2

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
2/11/03 Stock Options \$23.13	\$ 24.52	01/18/2013		M	176,888	02/11/2004	02/11/2013	Common Stock	176,888

2/11/03

Stock
Options
\$23.13

\$ 24.52

01/22/2013

M

176,887

02/11/2004 02/11/2013

Common
Stock

176,887

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSELL GERALD L THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286	X		Chairman, President & CEO	

Signatures

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

01/23/2013

__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) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's annual employee compensation program in February 2003, which if not exercised were scheduled to expire on February 11, 2013.

(2) Represents the weighted average price of shares sold with actual prices ranging from \$26.11 to \$26.24. 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.

(3) Represents the weighted average price of shares sold with actual prices ranging from \$26.50 to \$26.665. 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.

(4) Holdings reported as of 12/31/2012.

(5) I disclaim beneficial ownership of these shares.

(6) Not Applicable.

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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