

Bank of New York Mellon Corp  
 Form 4  
 March 10, 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 \*  
 NORDENBERG MARK 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)  
 03/06/2014

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

OFFICE OF THE CHANCELLOR, 107 CATHEDRAL OF LEARNING

(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

PITTSBURGH, PA 15260

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 03/06/2014                           |  | M <sup>(1)</sup>               | A   | 3,300   | \$ 31.18   | 4,120 D   |
| Common Stock                    | 03/06/2014                           |  | S                              | D   | 3,138   | \$ 32.8634   | 982 D   |
| Common Stock                    | 03/06/2014                           |  | M <sup>(3)</sup>               | A   | 3,300   | \$ 27.45   | 4,282 D   |
| Common Stock                    | 03/06/2014                           |  | S                              | D   | 2,763   | \$ 32.8635   | 1,519 D   |

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(4)

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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Option - 2004 - Right to Buy               | \$ 31.18   | 03/06/2014                           |  | M                              | 3,300  | 04/23/2004 04/23/2014                                    | Common Stock  | 3,300                         |
| Option - 2005 - Right to Buy               | \$ 27.45   | 03/06/2014                           |  | M                              | 3,300  | 04/22/2005 04/22/2015                                    | Common Stock  | 3,300                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NORDENBERG MARK A<br>OFFICE OF THE CHANCELLOR<br>107 CATHEDRAL OF LEARNING<br>PITTSBURGH, PA 15260 | X             |           |         |       |

## Signatures

/s/ Richard M. Pearlman,  
Attorney-In-Fact

03/10/2014

\*\*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).
- (1) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's outside director compensation program in April 2004, which if not exercised were scheduled to expire on April 23, 2014.  
Represents the weighted average price of shares sold with actual prices ranging from \$32.8601 to \$32.865. 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) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's outside director compensation program in April 2005, which if not exercised were scheduled to expire on April 22, 2015.  
Represents the weighted average price of shares sold with actual prices ranging from \$32.86 to \$32.865. 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.
- (5) 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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