

Bank of New York Mellon CORP
Form 8-K
February 03, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 2, 2010

THE BANK OF NEW YORK MELLON CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

000-52710
(Commission
File Number)

13-2614959
(I.R.S. Employer
Identification No.)

One Wall Street

New York, New York

10286

(Address of principal executive offices)

Registrant's telephone number, including area code **(212) 495-1784**

(Zip code)

N/A

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
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 Capital (Common) Stock ⁽¹⁾02/09/2012 A 2,190 A \$ 0 13,732.197 D

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. 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)
Employee Stock Option (Right to Buy)	\$ 41.27	02/09/2012		A	6,400	01/01/2016 ⁽²⁾ 02/09/2022	Capital (Common) Stock 6,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Van Eenaeme Luc
C/O ROGERS CORPORATION
ONE TECHNOLOGY DRIVE PO BOX 188
ROGERS, CT 06263-0188

Vice President Europe

Signatures

Alice R. Tetreault as Power of Attorney
02/13/2012

__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 award of Time-Based Restricted Stock Units that convert to common stock on a one-for-one basis pursuant to the 2009 Long-Term Equity Compensation Plan. This Time-Based Restricted Stock Unit award vests on the third anniversary of the grant date unless the grantee should retire, die or become disabled during the vesting period, in which case a pro-rated amount of stock in the grant would be paid.
- (1)
- (2) This Non-Qualified Stock Option was granted pursuant to the 2009 Long-Term Equity Compensation Plan and is fully exercisable on 1/1/2016.

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. RDER="0" ALIGN="center">

**Exhibit
Number**

Description

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2.1 Stock Purchase Agreement, dated as of February 1, 2010, by and between The PNC Financial Services Group, Inc. and The Bank of New York Mellon Corporation (the schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K).99.1 Press release issued by The Bank of New York Mellon Corporation dated February 2, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

The Bank of New York Mellon Corporation

(Registrant)

Date: February 3, 2010

By: /s/ ARLIE R. NOGAY
Name: **Arlie R. Nogay**
Title: **Corporate Secretary**

EXHIBIT INDEX

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