

HASSELL GERALD L
Form 4
January 23, 2013

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

(Last) (First) (Middle)
THE BANK OF NEW YORK
MELLON CORPORATION, ONE
WALL STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2013

NEW YORK, NY 10286

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

(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 | | 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) | | | |
| 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 ⁽²⁾ | 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.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | 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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