

Keaney Timothy F
 Form 4
 February 27, 2012

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 *
 Keaney Timothy F

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)
 THE BANK OF NEW YORK
 MELLON CORPORATION, ONE
 WALL STREET

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2012

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

(Street)
 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 (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 or Price		
Common Stock	02/23/2012		A		85,121 (1)	A	\$ 0 321,841.4112 D
Common Stock	02/23/2012		A		29,331 (2)	A	\$ 0 351,172.4112 D
Common Stock	02/23/2012		F		13,063 (3)	D	\$ 22.03 338,109.4112 D
Common Stock							9,383.1524 (4) I By 401(k) Plan

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Row 1: EMP OPT-Right to Buy-Type NQ 2/23/2012, \$ 22.03, 02/23/2012, A(5), 130,323, 02/23/2013, 02/22/2022, Common Stock, 130,...

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Reporting Owner: Keaney Timothy F, THE BANK OF NEW YORK MELLON CORPORATION, ONE WALL STREET, NEW YORK, NY 10286. Relationship: Vice Chairman.

Signatures

/s/Arlie R. Nogay, Attorney-in-Fact, 02/27/2012. **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).
Award of Restricted Stock Units under the BNY Mellon Long-Term Incentive Plan. Units vest in annual increments of one-third beginning on first anniversary of the award and are subject to forfeiture if certain performance criteria are not achieved for 2012. A
(1) portion of the award also may be forfeited prior to vesting based on ongoing performance adjustment criteria. Vested units will be settled in Common Stock; after-tax shares are subject to six-month holding period in compliance with the Remuneration Code of the Financial Services Authority of the United Kingdom.
(2)

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Award of Restricted Stock Units under the BNY Mellon Long-Term Incentive Plan. Units vest and are settled in shares of Common Stock at grant. After-tax shares are subject to a six-month holding period in compliance with the Remuneration Code of the Financial Services Authority of the United Kingdom.

(3) Shares withheld in payment of tax liability incident to vesting.

(4) Holdings reported as of 02/10/2012.

Grant of Stock Options under the BNY Mellon Long-Term Incentive Plan. Grant becomes exercisable in annual installments of

(5) one-fourth each beginning on date indicated. A portion of the options may be forfeited prior to vesting based on ongoing performance adjustment criteria.

(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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