

Bank of New York Mellon Corp
 Form 4
 February 23, 2016

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 *
 Shea Brian T

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)
 Vice Chairman

(Last) (First) (Middle)
 THE BANK OF NEW YORK
 MELLON CORPORATION, 225
 LIBERTY STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2016

NEW YORK, NY 10286
 (City) (State) (Zip)

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

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 | 02/19/2016 | | A | | 85,066 ⁽¹⁾ | A | \$ 0 346,902.3398 |
| Common Stock | 02/19/2016 | | A | | 33,734.504 ⁽²⁾ | A | \$ 0 380,636.8438 |
| Common Stock | 02/19/2016 | | F | | 4,894 ⁽³⁾ | D | \$ 34.93 375,742.8438 |
| Common Stock | 02/20/2016 | | F | | 4,040 ⁽³⁾ | D | \$ 34.93 371,702.8438 |
| | 02/21/2016 | | F | | 2,488 ⁽³⁾ | D | 369,214.8438 |

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| | | | | | | | | |
|--------------|------------|--|---|-----------------------|-------|----|--------------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 34.93 | | | |
| Common Stock | 02/21/2016 | | F | 27,173 ⁽⁴⁾ | D | \$ | 342,041.8438 | D |
| | | | | | 34.93 | | | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shea Brian T THE BANK OF NEW YORK MELLON CORPORATION 225 LIBERTY STREET NEW YORK, NY 10286 | | | Vice Chairman | |

Signatures

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

02/23/2016

__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) Award of Restricted Stock Units as a portion of the Reporting Person's annual incentive. Units vest in annual increments of one-third beginning on the first anniversary of the award. All or a portion of the units may be forfeited prior to vesting based on ongoing risk-based

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adjustment provisions. Vested units will be settled in Common Stock.

- Represents portion of Performance Shares Units granted in February 2013 and February 2014 (including units from reinvested dividend equivalents) for which performance goals for 2015 have been achieved, as certified on February 19, 2016. Each unit represents the right to one share of the issuer's common stock. The 2013 Performance Share Unit Award vested on February 21, 2016. The February 2014 Performance Share Unit Award is scheduled to vest in February 2017 and remains subject to risk-based adjustment provisions.
- (2) Shares withheld in payment of tax liability incident to vesting of previously disclosed Restricted Stock Unit awards.
 - (3) Shares withheld in payment of tax liability incident to vesting of 2013 Performance Share Unit Award.

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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