Bank of New York Mellon CORP Form 4

August 12, 2009

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

burden hours per

response...

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KELLY ROBERT P Issuer Symbol Bank of New York Mellon CORP (Check all applicable) [BK] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) THE BANK OF NEW YORK 08/10/2009 Chairman & CEO MELLON CORPORATION, ONE WALL STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10286 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Following Direct (D) Ownership Reported or Indirect (Instr. 4) (A) Transaction(s) (I) or (Instr. 3 and 4) (Instr. 4) Code V (D) Price Amount Common  $A^{(1)}$ 08/10/2009 167,726 586,740.0904 D 29.39 Stock Bv Common  $3,479.8186 \frac{(2)}{}$  I 401(k) Stock Plan

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

#### Edgar Filing: Bank of New York Mellon CORP - Form 4

#### number.

# 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ive Expiration Date les (Month/Day/Year) led (A) or led of (D)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
EMP OPT-Right to Buy-Type NQ 8/10/09	\$ 29.39	08/10/2009		A(3)	604,326	08/10/2010(3)	08/09/2019	Common Stock	60

## **Reporting Owners**

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
KELLY ROBERT P THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET	X		Chairman & CEO			
NEW YORK, NY 10286						

# **Signatures**

/s/ Arlie R. Nogay, Attorney-on-Fact 08/12/2009

\*\*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 pursuant to The Bank of New York Mellon Corporation Long-Term Incentive Plan. The Company may reduce, delay vesting, revoke, cancel, claw back, or impose different terms and conditions, and/or pay the award in an alternate form if the Company deems it necessary or advisable to do so in order to comply with applicable law or regulation. Cliff vests on August 10, 2012.
- (2) Holdings reported as of 06/30/2009.
  - Option grant which becomes exercisable in annual installments of one-fourth each beginning on date indicated. The Company may
- (3) reduce, delay vesting, revoke, cancel, claw back, or impose different terms and conditions, and/or pay the award in an alternate form if the Company deems it necessary or advisable to do so in order to comply with applicable law or regulation.
- (4) 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. 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.

Reporting Owners 2