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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	(5)	02/07/2011		D(6)	5,683.9793	12/31/2010	03/15/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
Peters Lisa B THE BANK OF NEW YORK MELLON CORPORATION BNY MELLON CENTER SUITE 720 PITTSBURGH, PA 15258-0001	Director 10% Owner Officer Sr. Executive Vice President

Signatures

/s/ Arlie R. Nogay, Attorney-in-Fact
Date: 02/09/2011

**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).
- Disposition represents forfeiture of restricted stock portion of Performance Share Award granted to the Reporting Person by the Issuer on
- (1) March 10, 2008. The Reporting Person forfeited 1,363.9793 shares out of a total of 5,683.9793 such shares (including shares from dividend reinvestment) which are included in the pre-forfeiture ownership totals.
 - (2) Not Applicable.
 - (3) Shares withheld in payment of tax liability relating to vested portion of Performance Shares.
 - (4) Holdings reported as of 12/30/2010.
 - (5) 1-for-1.
- Disposition represents forfeiture of entire Other Stock-Based Award portion of Performance Share Award granted on March 10, 2008.
- (6) The maximum amount that could have been earned by Reporting Person was represented by the combination of the restricted stock referred to in Footnote 1 above and of this award (and dividend reinvestments).

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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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