

Bank of New York Mellon Corp
Form 5
February 13, 2015

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
HASSELL GERALD L

(Last) (First) (Middle)

THE BANK OF NEW YORK
MELLON CORPORATION, ONE
WALL STREET

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
Bank of New York Mellon Corp
[BK]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

4. If Amendment, Date Original
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10286

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/04/2014	Â	G	8,966 D \$ ⁽¹⁾ 0 ⁽²⁾	I	GRAT 2010-2	
Common Stock	11/17/2014	Â	G	10,000 D \$ ⁽¹⁾ 721,232.9055 ⁽²⁾ ⁽³⁾	D	Â	
Common Stock	Â	Â	Â	Â Â Â 53,621.4356 ⁽⁴⁾	I	By 401(k) Plan	
	Â	Â	Â	Â Â Â 82,140	I		

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Common Stock									By Family Trust
Common Stock	Â	Â	Â	Â	Â	Â	82,140	I	By Family Trust #2
Common Stock	Â	Â	Â	Â	Â	Â	56,604	I	By Wife (5)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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	Â X Â Â Chairman & CEO Â

Signatures

/s/ Craig T. Beazer,
Attorney-in-Fact 02/13/2015

**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) Not Applicable.
- (2) Upon termination of GRAT 2010-2, 8,966 shares were distributed directly to beneficiaries of the GRAT, and the remaining 25,652 shares were distributed to the Reporting Person and are reported as directly held.
- (3) Upon the termination of GRAT 2010-1, 15,056 shares were distributed to the Reporting Person and are reported as directly held.
- (4) Holdings reported as of 12/31/2014.
- (5) I disclaim beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.