

WOETZEL KURT D

Form 4

February 27, 2012

FORM 4**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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOETZEL KURT D

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10286

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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)
Common Stock	02/23/2012		A	50,071 (1)	A \$ 0 240,288.5583	D	
Common Stock					19,489.6546 (2)	I	By 401(k) Plan

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

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(9-02)

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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)
EMP OPT-Right to Buy-Type NQ 2/23/2012	\$ 22.03	02/23/2012		A ⁽³⁾	76,660	02/23/2013 02/22/2022	Common Stock 76,660

Reporting Owners

Reporting Owner Name / Address	Relationships
WOETZEL KURT D THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286	Director 10% Owner Officer Sr. Executive Vice President

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).

(1) Award of Restricted Stock Units under The Bank of New York Mellon Corporation 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 portion of the units may also be forfeited prior to vesting based on ongoing performance adjustment criteria. Vested units will be settled in Common Stock.

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

(3) Grant of Stock Options under the BNY Mellon Long-Term Incentive Plan. Grant becomes exercisable in annual installments of one-fourth each beginning on date indicated. A portion of the options may be forfeited prior to vesting based on ongoing performance adjustment criteria.

(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.

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