HASSELL GERALD L

Form 4

February 26, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

of New York Mellon CORP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
/Day/Year)	_X_ Officer (give title Other (s			
	of Earliest Transaction Day/Year)	of Earliest Transaction _X_ Director		

THE BANK OF NEW YORK MELLON CORPORATION, ONE WALL STREET

(Street)

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

02/23/2013

6. Individual or Joint/Group Filing(Check Applicable Line)

Chairman & CEO

X Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW YORK, NY 10286

(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. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (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	02/23/2013		F	48,775	D (1)	\$ 27.63	654,964.8306	D		
Common Stock							51,871.254 (2)	I	By 401(k) Plan	
Common Stock							112,140	I	By Family Trust	
Common Stock							112,140	I	By Family Trust #2	

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Common Stock	56,604	I	By Wife $\frac{(3)}{}$
Common Stock	18,922	I	By GRAT 2009-2
Common Stock	57,026	I	By GRAT 2010-1
Common Stock	61,297	I	By GRAT 2010-2

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

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SEC 1474

(9-02)

Relationships

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	ction (8) I	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other
HASSELL GERALD L				
THE BANK OF NEW YORK MELLON CORPORATION	X		Chairman & CEO	
ONE WALL STREET				

NEW YORK, NY 10286

Signatures/s/ Craig T. Beazer,

Attorney-in-Fact

02/26/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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) Shares withheld in payment of tax liability incident to vesting.
- (2) Holdings reported as of 02/05/2013.
- (3) I disclaim beneficial ownership of these shares.

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.