

Bank of New York Mellon CORP  
Form DEFA14A  
March 17, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. \_\_)**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**The Bank of New York Mellon Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

# The Bank of New York Mellon Corporation

## Confidential Ballot for 2010 Annual Meeting

**YOU MAY VOTE BY TOLL-FREE TELEPHONE**

**OR ON THE INTERNET**

**(OR COMPLETE THE VOTING INSTRUCTION FORM BELOW**

**AND RETURN IT BY MAIL)**

Call Toll-Free

on a Touch-Tone Phone:

24 hours a day, 7 days a week

(U.S. and Canada only)

**1-888-216-1294**

Have this Form available when you call the toll-free number.

and follow the prompts.

If you choose to vote by mail, complete the Form below and mail it promptly in its entirety in the postage-paid

envelope provided (U.S. & Puerto Rico only). Please mail in advance, so that your instruction may be received no later than

5:00 P.M., Eastern Daylight Time on Friday, April 9.

**You need not return the form if you have voted by telephone or Internet.**

**Your vote must be received by 5:00 P.M., Eastern Daylight Time on**

**Friday, April 9, 2010, to be counted.**

**The Bank of New York Mellon Corporation**

**Confidential Ballot for 2010 Annual Meeting**

1. The Bank of New York Mellon Corporation 401(k) Savings Plan
2. The Bank of New York Mellon Corporation Employee Stock Purchase Plan
3. The Employee Stock Ownership Plan of The Bank of New York Company, Inc.
4. Mellon Employee Stock Purchase Plan

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5. BNY Employee Stock Purchase Plan
6. The Retirement Savings Plan of BNY Securities Group
7. UK Stock Accumulation Plan

This is a ballot for giving voting instructions for the shares of The Bank of New York Mellon Corporation stock held in your account in each of the above plans (the Plans ) in which you participate.

By properly submitting your voting instructions, you authorize your shares in each plan to be voted in accordance with the attached Supplemental Voting Information for each applicable plan. Such shares will be voted at the Annual Meeting of Shareholders of The Bank of New York Mellon Corporation to be held on April 13, 2010, and at any adjournment thereof. Your voting instructions must be received by April 9, 2010, in order to be counted. All voting instructions are submitted to an independent proxy tabulator, who is obligated to hold them in confidence and not to reveal your individual votes to any person, including The Bank of New York Mellon Corporation, except as may be required by the applicable plan or by law. If you hold shares in more than one plan and wish to vote your shares differently under each plan, please contact the independent tabulator at (212) 807-0477 for separate voting instructions.

**Please review additional information in attached document**

**before submitting your voting instructions.**

**(Continued, and to be signed and dated on the reverse side.)**

Please mark your votes as

x

indicated in this example

**The Board of Directors recommends a Vote FOR the election of all nominees for director:**

1. Election of Directors:                    **FOR ALL:**    "    **WITHHOLD FOR ALL:**    "    **EXCEPTIONS\*:**    "

- |          |                           |                          |                            |                           |
|----------|---------------------------|--------------------------|----------------------------|---------------------------|
| Nominees | (01) Ruth E. Bruch        | (05) Robert P. Kelly     | (09) Robert Mehrabian      | (13) Samuel C. Scott III  |
|          | (02) Nicholas M. Donofrio | (06) Richard J. Kogan    | (10) Mark A. Nordenberg    | (14) John P. Surma        |
|          | (03) Gerald L. Hassell    | (07) Michael J. Kowalski | (11) Catherine A. Rein     | (15) Wesley W. von Schack |
|          | (04) Edmund F. Kelly      | (08) John A. Luke, Jr.   | (12) William C. Richardson |                           |

**Instructions: To withhold authority to vote for any individual nominee, mark the Exceptions\* box and write that nominee's name on the line below.**

Note: A vote FOR the election of directors includes discretionary authority to vote for a substitute if any nominee is unable to serve.

**The Board of Directors recommends a Vote FOR proposals 2 and 3:**

**The Board of Directors recommends a Vote AGAINST proposals 4, 5 and 6.**

|   | FOR | AGAINST | ABSTAIN |   | FOR | AGAINST | ABSTAIN |
|---|-----|---------|---------|---|-----|---------|---------|
| 2. Proposal to approve the advisory (non-binding) resolution relating to 2009 executive compensation. | "   | "       | "       | 4. Stockholder proposal with respect to cumulative voting.  | "   | "       | "       |
| 3. Ratification of appointment of KPMG LLP as independent registered public accountant.               | "   | "       | "       | 5. Stockholder proposal requesting adoption of policy requiring five-year lock-up period for senior executives equity incentive awards. | "   | "       | "       |
|   |     |         |         | 6. Stockholder proposal requesting stockholder approval of certain future severance agreements with senior executives.                  | "   | "       | "       |

Signature

Please date and sign exactly as name appears hereon.

Date \_\_\_\_\_, 2010

Comments

**SUPPLEMENTAL VOTING INFORMATION**

**PERTAINING TO SPECIFIC PLANS**

**1. The Bank of New York Mellon Corporation 401(k) Savings Plan - Trustee: The Bank of New York Mellon.**

If you properly provide instructions by mail, telephone or Internet as described on the attached card, your shares will be voted by the Trustee according to your instructions. **If you properly sign and return the ballot but fail to provide a specific voting direction for a particular proposition on the ballot, then any shares you hold in the Plan will be voted in accordance with the recommendation of the Board of Directors on such proposition.** If you provide voting instructions by telephone or Internet, you must provide voting directions as to each proposition on the ballot in order for your instructions to be effective.

**If you do not properly sign and return the attached ballot or provide instructions by telephone or Internet, the Trustee will vote your shares FOR , AGAINST or ABSTAIN subject to review by the voting fiduciary, in the same proportion on each issue as it votes the shares credited to participants accounts for which proper instructions are timely received. Consequently, a failure to provide instructions is not equivalent to voting FOR , AGAINST or ABSTAIN with respect to any proposition on the ballot but will have the effect described in this Supplemental Voting Information.**

**2. The Bank of New York Mellon Corporation Employee Stock Purchase Plan.**

By properly submitting your voting instructions, you authorize BNY Mellon Shareowner Services to vote all shares held in your account in the Plan as you direct.

If you properly provide instructions by mail, telephone or Internet as described on the attached card, your shares will be voted according to your instructions. **If you properly sign and return the ballot but fail to provide a specific voting direction for a particular proposition on the ballot, then any shares you hold in the Plan will be voted in accordance with the recommendation of the Board of Directors on such proposition.** If you provide voting instructions by telephone or Internet, you must provide voting directions as to each proposition on the ballot in order for your instructions to be effective.

**If you do not properly sign and return your ballot or provide instructions by telephone or Internet, then for shares held in the Plan, no vote will be recorded. Consequently, a failure to provide instructions is not equivalent to voting FOR , AGAINST or ABSTAIN with respect to any proposition on the ballot but will have the effect described in this Supplemental Voting Information.**

**3. The Employee Stock Ownership Plan of the Bank of New York, Inc. - Trustee: The Bank of New York Mellon.**



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If you properly provide instructions by mail, telephone or Internet as described on the attached card, your shares will be voted according to your instructions. **If you properly sign and return the attached ballot but fail to provide a specific voting direction for a particular proposition on the ballot, then any shares you hold in the Plan will be voted in accordance with the recommendation of the Board of Directors on such proposition.** If you provide voting instructions by telephone or Internet, you must provide voting directions as to each proposition on the ballot in order for your instructions to be effective.

**If you do not properly sign and return this ballot or provide instructions by telephone or Internet, the Trustee will vote your shares FOR , AGAINST or ABSTAIN subject to review by the voting fiduciary, in the same proportion on each issue as it votes the shares credited to participants accounts for which proper instructions are timely received. Consequently, a failure to provide instructions is not equivalent to voting FOR , AGAINST or ABSTAIN with respect to any proposition on the ballot but will have the effect described in this Supplemental Voting Information.**

#### 4. Mellon Employee Stock Purchase Plan

By properly submitting your voting instructions, you authorize BNY Mellon Shareowner Services to vote all shares held in your account in the Plan as you direct.

If you properly provide instructions by mail, telephone or Internet as described on the attached card, your shares will be voted according to your instructions. **If you properly sign and return your ballot but fail to provide a specific voting direction for a particular proposition on the ballot, then any shares you hold in the Plan will be voted in accordance with the recommendation of the Board of Directors on such proposition.** If you provide voting instructions by telephone or Internet, you must provide voting directions as to each proposition on the ballot in order for your instructions to be effective.

**If you do not properly sign and return the attached ballot or provide instructions by telephone or Internet, then, for shares held in the Plan, no vote will be recorded. Consequently, a failure to provide instructions is not equivalent to voting FOR , AGAINST or ABSTAIN with respect to any proposition on the ballot but will have the effect described in this Supplemental Voting Information.**

**5. BNY Employee Stock Purchase Plan.**

By properly submitting your voting instructions, you authorize BNY Mellon Shareowner Services, to vote all shares held in your accounts for the Plan as you direct.

If you properly provide instructions by mail, telephone or Internet as described on this card, your shares will be voted according to your instructions. **If you properly sign and return the attached ballot but fail to provide a specific voting direction for a particular proposition on the ballot, then any shares you hold in the Plan will be voted in accordance with the recommendation of the Board of Directors on such proposition.** If you provide voting instructions by telephone or Internet, you must provide voting directions as to each proposition on the ballot in order for your instructions to be effective.

**If you do not properly sign and return the ballot or provide instructions by telephone or Internet, then for shares held in the Plan, no vote will be recorded. Consequently, a failure to provide instructions is not equivalent to voting FOR , AGAINST or ABSTAIN with respect to any proposition on the ballot but will have the effect described in this Supplemental Voting Information.**

**6. The Retirement Savings Plan of BNY Securities Group - Trustee: The Bank of New York Mellon.**

If you properly provide instructions by mail, telephone or Internet as described on the attached card, your shares will be voted according to your instructions. **If you properly sign and return the ballot but fail to provide a specific voting direction for a particular proposition on the ballot, then any shares you hold in the Plan will be voted in accordance with the recommendation of the Board of Directors on such proposition.** If you provide voting instructions by telephone or Internet, you must provide voting directions as to each proposition on the ballot in order for your instructions to be effective.

**If you do not properly sign and return this ballot or provide instructions by telephone or Internet, the Trustee will vote your shares FOR , AGAINST or ABSTAIN subject to review by the voting fiduciary, in the same proportion on each issue as it votes the shares credited to participants accounts for which proper instructions are timely received. Consequently, a failure to provide instructions is not equivalent to voting FOR , AGAINST or ABSTAIN with respect to any proposition on the ballot but will have the effect described in this Supplemental Voting Information.**

**7. UK Stock Accumulation Plan ( SAP )**

If you properly provide instructions by mail, telephone or Internet as described on this card, your shares will be voted according to your instructions. **If you properly sign and return the attached ballot but fail to provide a specific voting direction for a particular proposition on the ballot, then any shares you hold in the SAP will be voted in accordance with the recommendation of the Board of Directors on such proposition.** If you provide voting instructions by telephone or Internet, you must provide voting directions as to each proposition on the ballot in order for your instructions to be effective.

**If you do not properly sign and return the ballot or provide instructions by telephone or Internet, then for shares held in the SAP, no vote will be recorded. Consequently, a failure to provide instructions is not equivalent to voting FOR , AGAINST or ABSTAIN with respect to any proposition on the ballot but will have the effect described in this Supplemental Voting Information.**

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Subject: Your BNY Mellon Shareholder Voting Material - IMPORTANT!

Dear BNY Mellon Shareholder,

You are receiving this e-mail because, as of February 12, 2010, you held The Bank of New York Mellon Corporation ( BNY Mellon ) Common Stock ( Stock ) in one or more of the following Plans for which you are entitled to direct the voting of your shares at the Annual Meeting of Shareholders: The Bank of New York Mellon Corporation 401(k) Savings Plan, The Bank of New York Mellon Corporation Employee Stock Purchase Plan, The Employee Stock Ownership Plan of The Bank of New York Company, Inc., the Mellon Employee Stock Purchase Plan, BNY Employee Stock Purchase Plan, The Retirement Savings Plan of BNY Securities Group, and the UK Stock Accumulation Plan.

It is important that we obtain votes from each of our shareholders, so please provide your voting instructions as soon as possible. Your voting instructions must be received by 5:00 p.m. Eastern Daylight Time on April 9, 2010 in order to be counted.

The voting process is quick and easy - either click on the following link to the Internet voting site (which also contains BNY Mellon s 2009 Annual Report and 2010 Proxy materials), or call the telephone number below to access the telephone voting site. Please have the unique control number provided below handy - you ll need it to enter your voting instructions.

Be sure to read the Supplemental Voting Information pertaining to specific plans, which is in the Voting Instruction Form posted with other proxy materials on the Internet voting site. This explains how your shares will be treated if you do not properly submit a hard-copy voting card or provide voting instructions by telephone or Internet.

**YOUR CONTROL NUMBER IS:**

**INTERNET AND TELEPHONE VOTING:** To view the Annual Report, Proxy materials, and Voting Instruction Form including the Supplemental Voting Information connect to the secure electronic voting site at <https://www.proxyvotenow.com/bk>. To vote by Internet, please follow the prompts.

To vote by telephone, please call 1-888-216-1294 and follow the prompts.

If you prefer to vote by hard copy, please call 1-866-252-6890 and follow the prompts. You will be mailed a hard copy voting card and the Proxy materials, together with a postage paid return envelope. (You will need your control number to enter such a request.) Be sure to allow adequate mailing time because your vote must be received by April 9 to be counted. Also, you may view the Annual Report and Proxy materials without going to the electronic voting site by visiting <http://bnymellon.mobular.net/bnymellon/bk>.

When you vote, you will be directing the vote of all shares of Stock held in your account in each of the Plans in which you participate in accordance with the Supplemental Voting Information for each applicable plan attached to the Voting Instruction Form on the website. Such shares will be voted at BNY Mellon's Annual Meeting of Shareholders, which will be held on Tuesday, April 13, 2010, and at any adjournment thereof. Your voting instructions are submitted directly to an independent proxy tabulator, who is obligated to hold them in confidence and not to reveal your individual votes to any person, including BNY Mellon, except as may be required by the applicable plan or by law. If you hold shares in more than one plan and wish to vote your shares differently under each plan, please contact the independent tabulator at (212) 807-0477 for separate voting instructions.

If you properly provide instructions by telephone or Internet as described in this e-mail, or if you properly submit a hard copy voting card, your shares will be voted according to your instructions. You must provide voting instructions as to each proposition on the ballot in order for your Internet or telephone voting instructions to be effective. If you properly submit a hard copy voting card without providing voting instructions for any or all propositions on the card, your shares will be voted in accordance with the recommendation of the Board of Directors on each such proposition.

Your vote is important.

Thank you.

















