

Bank of New York Mellon Corp
 Form 3
 December 03, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|--|--|--|--|---|
| 1. Name and Address of Reporting Person * Â GARDEN EDWARD P (Last) (First) (Middle) 280 PARK AVENUE,Â 41ST FLOOR (Street) NEW YORK,Â NYÂ 10017 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/01/2014 | 3. Issuer Name and Ticker or Trading Symbol Bank of New York Mellon Corp [BK] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 28,897,639 | I | Please see explanation below ⁽¹⁾ <u>(2)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GARDEN EDWARD P 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | X | A | A | A |
| TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017 | X | A | A | A |

Signatures

| | |
|--|------------|
| Stuart I. Rosen, Attorney-in-Fact for Edward P. Garden | 12/03/2014 |
| __Signature of Reporting Person | Date |
| Stuart I. Rosen, Attorney-in-Fact for Edward P. Garden, member of the general partner of Trian Fund Management, L.P. | 12/03/2014 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Master Fund (ERISA), L.P. ("ERISA"), Trian Partners Parallel Fund I, L.P. ("Parallel"), Trian Partners Strategic Investment Fund II, L.P. ("TPSIF II"), Trian Partners Strategic Investment Fund-A, L.P. (1) ("TPSIF-A"), Trian Partners Strategic Investment Fund-D, L.P. ("TPSIF-D"), Trian Partners Fund (Sub)-G, L.P. ("TPF-G"), Trian Partners Strategic Fund-G II, L.P. ("TPSF-G II") and Trian SPV (SUB) IX, L.P. ("SPV IX" and collectively with Trian Onshore, Trian Offshore, ERISA, Parallel, TPSIF II, TPSIF-A, TPSIF-D, TPF-G and TPSF-G II, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them.
- (FN 1, contd.) Mr. Garden is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and therefore is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities. Accordingly, Mr. Garden and Trian Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 (2) under the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Entities. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. Garden is a director of the Issuer.

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Remarks:

Exhibit List:

Exhibit 24.1 - Power of Attorney - Edward P. Garden

Exhibit 24.2 - Power of Attorney - Trian Fund Management, L.P.

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.