

Bank of New York Mellon Corp
 Form 4
 December 13, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2016

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

THE BANK OF NEW YORK MELLON CORPORATION, 225 LIBERTY STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/09/2016 | | M | | 86,180 | A | \$ 42.83 |
| | | | | | | | 1,089,675.391 |
| Common Stock | 12/09/2016 | | S | | 86,180 | D | \$ 48.4525 |
| | | | | | | | 1,003,495.391 |
| Common Stock | 12/09/2016 | | M | | 471,700 | A | \$ 43.93 |
| | | | | | | | 1,475,195.391 |
| Common Stock | 12/09/2016 | | S | | 471,700 | D | \$ 48.4573 |
| | | | | | | | 1,003,495.391 |

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|--------------|------------|---|--------|---|------------------|---------------|---|--------------------|
| Common Stock | 12/09/2016 | M | 35,896 | A | \$ 44.59 | 1,039,391.391 | D | |
| Common Stock | 12/09/2016 | S | 35,896 | D | \$ 48.408 (3) | 1,003,495.391 | D | |
| Common Stock | | | | | | 56,604 | I | By Wife (4) |
| Common Stock | | | | | | 22,140 | I | By Family Trust |
| Common Stock | | | | | | 22,140 | I | By Family Trust #2 |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| 04/02/2007 Stock Options | \$ 42.83 | 12/09/2016 | | M | 86,180 | 04/02/2008 ⁽⁵⁾ | 04/02/2017 | Common Stock | 8 |
| 06/29/2007 Stock Options | \$ 43.93 | 12/09/2016 | | M | 471,700 | 06/29/2008 ⁽⁵⁾ | 06/29/2017 | Common Stock | 47 |
| 07/23/2007 Stock Options | \$ 44.59 | 12/09/2016 | | M | 35,896 | 07/23/2008 ⁽⁵⁾ | 07/23/2017 | Common Stock | 3 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HASELL GERALD L
THE BANK OF NEW YORK MELLON CORPORATION
225 LIBERTY STREET
NEW YORK, NY 10286

X

Chairman & CEO

Signatures

/s/Bennett E. Josselsohn,
Attorney-in-Fact

12/13/2016

__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) Represents the weighted average price of shares sold with actual prices ranging from \$48.35 to \$48.52. Upon request by the SEC staff, the issuer, or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within this range.
 - (2) Represents the weighted average price of shares sold with actual prices ranging from \$48.35 to \$48.595. Upon request by the SEC staff, the issuer, or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within this range.
 - (3) Represents the weighted average price of shares sold with actual prices ranging from \$48.335 to \$48.515. Upon request by the SEC staff, the issuer, or any security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price within this range.
 - (4) I disclaim beneficial ownership of these shares.
 - (5) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's employee compensation program in 2007, which if not exercised were scheduled to expire on the 10 year anniversary of the grant in 2017.
 - (6) 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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