

HASSELL GERALD L
Form 4
February 09, 2011

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

OMB APPROVAL

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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

(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)
02/07/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President

THE BANK OF NEW YORK
MELLON CORPORATION, ONE
WALL 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 or (D) Price | | | |
| Common Stock | 12/02/2010 | | G | V 3,000 D (1) | 286,377.6503 (2) | D | |
| Common Stock | 02/07/2011 | | D | 6,411.5963 (3) | 279,966.054 | D | |
| Common Stock | 02/07/2011 | | F | 7,408 (4) \$ 31.84 | 272,558.054 | D | |
| Common Stock | | | | | 65,265 | I | By GRAT 2009 |

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| | | | |
|--------------|----------------------------|---|------------------------|
| Common Stock | 155,251 | I | By GRAT 2009-2 |
| Common Stock | 150,000 ⁽⁵⁾ | I | By GRAT 2010-1 |
| Common Stock | 120,000 ⁽⁶⁾ | I | By GRAT 2010-2 |
| Common Stock | 14,269 | I | By Family Trust |
| Common Stock | 14,269 | I | By Family Trust |
| Common Stock | 49,474.0503 ⁽⁷⁾ | I | By 401(k) Plan |
| Common Stock | 56,604 | I | By Wife ⁽⁸⁾ |

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 Underlying (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|-------|
| | | | | Code | V (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance Shares | ⁽⁹⁾ | 02/07/2011 | | D ⁽¹⁰⁾ | 26,714.5963 | 12/31/2010 03/15/2011 | Common Stock | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HASSELL GERALD L
THE BANK OF NEW YORK MELLON CORPORATION
ONE WALL STREET
NEW YORK, NY 10286

X

President

Signatures

/s/ Arlie R. Nogay,
Attorney-in-Fact

02/09/2011

__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) Not Applicable.
- (2) On July 30, 2010, Reporting Person received distributions of 53,111 shares and 44,749 shares from GRAT 2008-2 and GRAT 2009-2, respectively, which are reflected in his direct beneficial ownership holdings.
- (3) Disposition represents forfeiture of restricted stock portion of Performance Share Award granted to the Reporting Person by the Issuer on March 10, 2008. The Reporting Person forfeited 6,411.5963 shares out of a total of 26,714.5963 such shares (including shares from dividend reinvestment) which are included in the pre-forfeiture ownership totals.
- (4) Shares withheld in payment of tax liability relating to vested portion of Performance Shares.
- (5) These shares, which were previously reported as directly beneficially owned, were contributed to a grantor retained annuity trust on May 13, 2010.
- (6) These shares, which were previously reported as directly beneficially owned, were contributed to a grantor retained annuity trust on August 17, 2010.
- (7) Holdings reported as of 12/30/2010.
- (8) I disclaim beneficial ownership of these shares.
- (9) 1-for-1.
- (10) Disposition represents forfeiture of entire Restricted Share Unit portion of Performance Share Award granted on March 10, 2008. The maximum amount that could have been earned by Reporting Person was represented by the combination of the restricted stock referred to in Footnote 1 above and of this award (and dividend reinvestments).

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.