

Edgar Filing: Bank of New York Mellon Corp - Form 4

Bank of New York Mellon Corp
Form 4
February 23, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shea Brian T

(Last) (First) (Middle)

THE BANK OF NEW YORK
MELLON CORPORATION, 225
LIBERTY STREET

(Street)

NEW YORK, NY 10286

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) Vice Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	02/19/2016		A		85,066 ⁽¹⁾	A	\$ 0	346,902.3398	D
Common Stock	02/19/2016		A		33,734.504 ⁽²⁾	A	\$ 0	380,636.8438	D
Common Stock	02/19/2016		F		4,894 ⁽³⁾	D	\$ 34.93	375,742.8438	D
Common Stock	02/20/2016		F		4,040 ⁽³⁾	D	\$ 34.93	371,702.8438	D
	02/21/2016		F		2,488 ⁽³⁾	D		369,214.8438	D

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Common					\$		
Stock					34.93		
Common	02/21/2016	F	27,173 ⁽⁴⁾	D	\$	342,041.8438	D
Stock					34.93		

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shea Brian T
THE BANK OF NEW YORK MELLON CORPORATION
225 LIBERTY STREET
NEW YORK, NY 10286

Vice Chairman

Signatures

/s/Craig T. Beazer,
Attorney-in-Fact

02/23/2016

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) Award of Restricted Stock Units as a portion of the Reporting Person's annual incentive. Units vest in annual increments of one-third beginning on the first anniversary of the award. All or a portion of the units may be forfeited prior to vesting based on ongoing risk-based

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adjustment provisions. Vested units will be settled in Common Stock.

- (2) Represents portion of Performance Shares Units granted in February 2013 and February 2014 (including units from reinvested dividend equivalents) for which performance goals for 2015 have been achieved, as certified on February 19, 2016. Each unit represents the right to one share of the issuer's common stock. The 2013 Performance Share Unit Award vested on February 21, 2016. The February 2014 Performance Share Unit Award is scheduled to vest in February 2017 and remains subject to risk-based adjustment provisions.
- (3) Shares withheld in payment of tax liability incident to vesting of previously disclosed Restricted Stock Unit awards.
- (4) Shares withheld in payment of tax liability incident to vesting of 2013 Performance Share Unit Award.

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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