

Bank of New York Mellon CORP  
 Form 4  
 August 12, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**KELLY ROBERT P**

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)  
**08/10/2009**

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

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/10/2009		A <sup>(1)</sup>	V	167,726	A	\$ 29.39
Common Stock					586,740.0904	D	
Common Stock					3,479.8186	I	By 401(k) Plan

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

**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**

SEC 1474 (9-02)

number.

**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)
EMP OPT-Right to Buy-Type NQ 8/10/09	\$ 29.39	08/10/2009		A <sup>(3)</sup>	604,326	Date Exercisable 08/10/2010 <sup>(3)</sup> Expiration Date 08/09/2019	Title Common Stock Am Nu Sha 60

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

KELLY ROBERT P  
THE BANK OF NEW YORK MELLON CORPORATION  
ONE WALL STREET  
NEW YORK, NY 10286

X Chairman & CEO

**Signatures**

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

08/12/2009

\*\*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 pursuant to The Bank of New York Mellon Corporation Long-Term Incentive Plan. The Company may reduce, delay vesting, revoke, cancel, claw back, or impose different terms and conditions, and/or pay the award in an alternate form if the Company deems it necessary or advisable to do so in order to comply with applicable law or regulation. Cliff vests on August 10, 2012.
- (2) Holdings reported as of 06/30/2009.
- (3) Option grant which becomes exercisable in annual installments of one-fourth each beginning on date indicated. The Company may reduce, delay vesting, revoke, cancel, claw back, or impose different terms and conditions, and/or pay the award in an alternate form if the Company deems it necessary or advisable to do so in order to comply with applicable law or regulation.
- (4) 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. 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.