

Keaney Timothy F
 Form 4
 January 23, 2013

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 *
 Keaney Timothy F

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)
 01/18/2013

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/18/2013		M ⁽¹⁾		28,302	A	\$ 24.52
					323,495.2077		
Common Stock	01/18/2013		S		28,302	D	\$ 26.1957
					295,193.2077		
Common Stock	01/22/2013		M ⁽¹⁾		28,302	A	\$ 24.52
					323,495.2077		
Common Stock	01/22/2013		S		28,302	D	\$ 26.5962
					295,193.2077		

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(3)

Common
Stock

10,918.1512
(4) I

By
401(k)
Plan

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
2/11/03 Stock Options \$23.13	\$ 24.52	01/18/2013		M	28,302	02/11/2004 02/11/2013	Common Stock	28,302	
2/11/03 Stock Options \$23.13	\$ 24.52	01/22/2013		M	28,302	02/11/2004 02/11/2013	Common Stock	28,302	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Keaney Timothy F
THE BANK OF NEW YORK MELLON CORPORATION
ONE WALL STREET
NEW YORK, NY 10286

Vice Chairman

Signatures

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

01/23/2013

**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) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's annual employee compensation program in February 2003, which if not exercised were scheduled to expire on February 11, 2013.

Represents the weighted average price of shares sold with actual prices ranging from \$26.14 to \$26.27. 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 \$26.57 to \$26.64. 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) Holdings reported as of 12/31/2012.
- (4) Not Applicable.
- (5) 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.