

GIBBONS THOMAS P
Form 4
January 23, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
GIBBONS THOMAS 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)
01/18/2013

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

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 | | | | 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) | | | | |
| Common Stock | 12/12/2012 | | G | V | 145,667 | D | \$ 0 | 197,263.7894 | D | |
| Common Stock | 12/12/2012 | | G | V | 36,419 | A | \$ 0 | 36,419 | I | By Family Trust #1 |
| Common Stock | 12/12/2012 | | G | V | 36,416 | A | \$ 0 | 36,416 | I | By Family Trust #2 |
| Common | 12/12/2012 | | G | V | 36,416 | A | \$ 0 | 36,416 | I | By |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|--------------------------|--------------|---|-------------------------|
| Stock | | | | | | | | | Family Trust #3 |
| Common Stock | 12/12/2012 | | G V | 36,416 | A | \$ 0 | 36,416 | I | By Family Trust #4 |
| Common Stock | 01/18/2013 | | M ⁽¹⁾ | 70,755 | A | \$ 24.52 | 268,018.7894 | D | |
| Common Stock | 01/18/2013 | | S | 70,755 | D | \$ 26.1811 <u>(2)</u> | 197,263.7894 | D | |
| Common Stock | 01/22/2013 | | M ⁽¹⁾ | 70,755 | A | \$ 24.52 | 268,018.7894 | D | |
| Common Stock | 01/22/2013 | | S | 70,755 | D | \$ 26.5751 <u>(3)</u> | 197,263.7894 | D | |
| Common Stock | | | | | | | 81,784 | I | By GRAT 2011 <u>(4)</u> |

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 number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2/11/03 Stock Options \$23.13 | \$ 24.52 | 01/18/2013 | | M | 70,755 | 02/11/2004 | 02/11/2013 | Common Stock | 70,755 |
| 2/11/03 Stock Options \$23.13 | \$ 24.52 | 01/22/2013 | | M | 70,755 | 02/11/2004 | 02/11/2013 | Common Stock | 70,755 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GIBBONS THOMAS P THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286 | | | Vice Chairman & CFO | |

Signatures

/s/Craig T. Beazer, 01/23/2013
 Attorney-in-Fact

__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 \$26.11 to \$26.24. Upon request by the SEC staff,
- (2) 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.
 Represents the weighted average price of shares sold with actual prices ranging from \$26.50 to \$26.665. Upon request by the SEC staff,
- (3) 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) 47,337 shares previously reported as held by GRAT were distributed to Reporting Person and are included in direct beneficial holdings.
- (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.