

PALERMO JAMES P
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 *
PALERMO JAMES 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

THE BANK OF NEW YORK
MELLON CORPORATION, BNY
MELLON CENTER SUITE 0152

(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

BOSTON, MA 02108

(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 (A) or (D) Price | | | |
| Common Stock | 01/18/2013 | | M ⁽¹⁾ | 20,000 A \$ 23.19 | 232,114.8186 ⁽²⁾ | D | |
| Common Stock | 01/18/2013 | | S | 20,000 D \$ 26.2094 ⁽³⁾ | 212,114.8186 | D | |
| Common Stock | | | | | 4,329.1319 ⁽⁴⁾ | I | By 401(k) Plan |
| Common | | | | | 29,250 | I | By |

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| | | | | | | |
|-----------------|--|-----------------------|---|--|--|--------------------|
| Stock | | | | | | GRAT 2010 |
| Common Stock | | 67,599 ⁽⁵⁾ | I | | | By GRAT 2012 |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| EMP OPT-Right to Buy-Type I 1/03 | \$ 23.19 | 01/18/2013 | | M | 20,000 | 01/24/2004 | 01/23/2013 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| PALERMO JAMES P THE BANK OF NEW YORK MELLON CORPORATION BNY MELLON CENTER SUITE 0152 BOSTON, MA 02108 | | | 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 January 2003, which if not exercised were scheduled to expire on January 23, 2013.
- (2) Includes 10,347 shares previously reported as indirectly held by GRAT 2010.
Represents the weighted average price of shares sold with actual prices ranging from \$26.19 to \$26.27. 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) Holdings reported as of 12/31/2012.
- (5) Grantor Retained Annuity Trust, of which Reporting Person is Trustee. All shares previously reported as directly held.
- (6) 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.