

Bank of New York Mellon Corp
 Form 4
 March 10, 2014

FORM 4

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

OMB APPROVAL

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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 *
 NORDENBERG MARK A

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)
 03/06/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

OFFICE OF THE CHANCELLOR, 107 CATHEDRAL OF LEARNING

(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

PITTSBURGH, PA 15260

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/06/2014		M ⁽¹⁾	A	3,300	\$ 31.18	4,120 D
Common Stock	03/06/2014		S	D	3,138	\$ 32.8634	982 D
Common Stock	03/06/2014		M ⁽³⁾	A	3,300	\$ 27.45	4,282 D
Common Stock	03/06/2014		S	D	2,763	\$ 32.8635	1,519 D

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(4)

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 (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. Amount or Number of Shares
Option - 2004 - Right to Buy	\$ 31.18	03/06/2014		M	3,300	04/23/2004 04/23/2014	Common Stock	3,300
Option - 2005 - Right to Buy	\$ 27.45	03/06/2014		M	3,300	04/22/2005 04/22/2015	Common Stock	3,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDENBERG MARK A OFFICE OF THE CHANCELLOR 107 CATHEDRAL OF LEARNING PITTSBURGH, PA 15260	X			

Signatures

/s/ Richard M. Pearlman,
Attorney-In-Fact

03/10/2014

**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 outside director compensation program in April 2004, which if not exercised were scheduled to expire on April 23, 2014.
Represents the weighted average price of shares sold with actual prices ranging from \$32.8601 to \$32.865. 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) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's outside director compensation program in April 2005, which if not exercised were scheduled to expire on April 22, 2015.
Represents the weighted average price of shares sold with actual prices ranging from \$32.86 to \$32.865. 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.
- (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.

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