

Bank of New York Mellon Corp  
 Form 4  
 October 26, 2016

**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 \*  
**HASSELL GERALD L**

(Last) (First) (Middle)

**THE BANK OF NEW YORK  
 MELLON CORPORATION, 225  
 LIBERTY STREET**

(Street)

**NEW YORK, NY 10286**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Bank of New York Mellon Corp  
 [BK]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**10/24/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 (D) Price			
Common Stock	10/24/2016		G	V 11,325 D \$ 0	1,003,176.0604	D	
Common Stock	10/24/2016		M	191,042 A \$ 40.4	1,194,218.0604	D	
Common Stock	10/24/2016		S	191,042 D \$ 43.2159 (1)	1,003,176.0604	D	
Common Stock					56,604	I	By Wife (2)

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Common Stock	42,140	I	By Family Trust
Common Stock	42,140	I	By Family Trust #2

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

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**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	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
03/13/2007 Stock Options	\$ 40.4	10/24/2016		M	191,042	03/13/2008 <sup>(3)</sup> 03/13/2017	Common Stock	19	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSELL GERALD L THE BANK OF NEW YORK MELLON CORPORATION 225 LIBERTY STREET NEW YORK, NY 10286	X		Chairman & CEO	

## Signatures

/s/ Bennett E. Josselsohn, Attorney-in-Fact 10/24/2016

\_\_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)

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Represents the weighted average price of shares sold with actual prices ranging from \$43.17 to \$43.42. 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) I disclaim beneficial ownership of these shares.
- (3) Grant of Stock Options under the BNY Mellon Long-Term Incentive Plan. Grant became exercisable in annual increments of one-third each beginning on the date indicated.
- (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.

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