

GIBBONS THOMAS P

Form 4

August 10, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GIBBONS THOMAS P

(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)
08/08/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	08/08/2017		M	184,380 A	\$ 42.31 455,927.3244	D	
Common Stock	08/08/2017		S	184,380 D	\$ 53.9475 271,547.3244	D	
Common Stock					9,739	I	By Child #2
Common Stock					9,739	I	By Child #3

Common Stock	9,739	I	By Child #4
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
3/10/2008 Stock Options	\$ 42.31	12/09/2016		M		184,380		03/10/2009 ⁽²⁾	03/10/2018	Common Stock	184

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GIBBONS THOMAS P
THE BANK OF NEW YORK MELLON CORPORATION
225 LIBERTY STREET
NEW YORK, NY 10286

Vice Chairman & CFO

Signatures

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

08/10/2017

**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).

- Represents the weighted average price of shares sold with actual prices ranging from \$53.651 to \$54.055. Upon request by the SEC staff,
- (1) 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) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's employee compensation program in 2008, which if not exercised were scheduled to expire on the 10 year anniversary of the grant in 2018.

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(3) 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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