

Bank of New York Mellon CORP
Form 11-K
June 29, 2010
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 000-52710

A. Full title of the plan and the address of the plan, if different from that of the user named below:
RETIREMENT SAVINGS PLAN OF

BNY SECURITIES GROUP

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:
THE BANK OF NEW YORK MELLON CORPORATION

One Wall Street

New York, New York 10286

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RETIREMENT SAVINGS PLAN OF BNY SECURITIES GROUP

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**RETIREMENT SAVINGS PLAN OF
BNY SECURITIES GROUP
Financial Statements and Schedule for the years ended
December 31, 2009 and 2008
(With Independent Auditors Report)**

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RETIREMENT SAVINGS PLAN OF BNY

SECURITIES GROUP

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Note: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because there is no information to report.

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Report of Independent Registered Public Accounting Firm

Benefits Administration Committee

The Bank of New York Mellon Corporation

We have audited the accompanying statements of net assets available for plan benefits of The Retirement Savings Plan of BNY Securities Group (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for plan benefits for the years then ended in conformity with U.S. GAAP.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, line 4i Schedule of Assets (Held at End of Year) as of December 31, 2009, is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Pittsburgh, Pennsylvania

June 29, 2010

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| | December 31, | |
|--|-----------------------|-----------------------|
| | 2009 | 2008 |
| ASSETS: | | |
| Investments at fair value: | | |
| The Bank of New York Mellon Corporation Common Stock Fund | \$ 6,130,111 | \$ 5,307,455 |
| Managed funds | 3,720,582 | 3,528,671 |
| Mutual funds | 272,328,039 | 185,937,847 |
| Common collective trust funds | 78,756,625 | 68,622,096 |
| Total investments at fair value | 360,935,357 | 263,396,069 |
| Loans to participants | 9,928,917 | 8,599,980 |
| Employer contributions receivable | 14,100,425 | 19,434,650 |
| Net assets reflecting investments at fair value | 384,964,699 | 291,430,699 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 1,464,492 | 3,701,613 |
| NET ASSETS AVAILABLE FOR BENEFITS | \$ 386,429,191 | \$ 295,132,312 |

See accompanying Notes to Financial Statements.

Table of Contents**RETIREMENT SAVINGS PLAN OF BNY SECURITIES GROUP****STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

| | Years ended December 31, | |
|---|---------------------------------|-----------------------|
| | 2009 | 2008 |
| ADDITIONS TO NET ASSETS: | | |
| Investment income (loss): | | |
| Interest and dividend income | \$ 7,079,524 | \$ 13,604,517 |
| Net appreciation (depreciation) in fair value of investments | 61,708,717 | (115,201,530) |
| Total investment income (loss) | 68,788,241 | (101,597,013) |
| Interest income on loans to participants | 486,355 | 512,408 |
| Contributions: | | |
| Employer | 14,100,648 | 19,365,544 |
| Participants | 25,005,777 | 27,036,469 |
| Total contributions | 39,106,425 | 46,402,013 |
| Total additions (reductions) | 108,381,021 | (54,682,592) |
| DEDUCTIONS FROM NET ASSETS: | | |
| Benefits paid to participants | 17,084,142 | 13,964,779 |
| Net increase (decrease) in net assets before transfers | 91,296,879 | (68,647,371) |
| Transfers from (to) other plans | | (2,526,525) |
| Net increase (decrease) in net assets | 91,296,879 | (71,173,896) |
| NET ASSETS AVAILABLE FOR BENEFITS: | | |
| At beginning of year | 295,132,312 | 366,306,208 |
| At end of year | \$ 386,429,191 | \$ 295,132,312 |

See accompanying Notes to Financial Statements.

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NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

General Information On January 1, 2006, the Retirement Savings Plan of BNY Brokerage, Inc. (the Brokerage Plan) merged into the Retirement Savings Plan of Pershing LLC (the Pershing Plan). At that time, the Pershing Plan was renamed the Retirement Savings Plan of BNY Securities Group (the Plan).

The Plan is a defined contribution plan sponsored by The Bank of New York Mellon Corporation (the Company) and is intended to meet the requirements of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan provides employees with the opportunity to invest a portion of their annual compensation in the Plan, augmented by matching Company contributions, as well as discretionary contributions made by the Company, to provide for additional income in their retirement.

The following description of the Plan provides only general information. Participants should refer to the Plan document or the Plan agreement for a more complete description of the Plan 's provisions.

Administration of the Plan Prior to July 21, 2008, the Plan was administered by the Benefits Committee. Since July 21, 2008, the Plan has been administered by the Benefits Administration Committee. Prior to July 21, 2008, the Benefits Committee was, and since July 21, 2008, the Benefits Administration Committee has been, a named fiduciary of the Plan. Subject to the following, the Benefits Investment Committee, another named fiduciary to the Plan, has been responsible for investment-related matters, including the establishment of an investment policy, the appointment of investment managers and the monitoring of the performance of the Plan 's investment funds. There is no assurance that the stated objective of any of the funds can be achieved. The Plan 's trustee is The Bank of New York Mellon (the Trustee), a wholly-owned banking subsidiary of the Company.

In September 2008, the Benefits Investment Committee appointed Fiduciary Counselors Inc. to serve as the independent fiduciary (Independent Fiduciary) to (i) make certain fiduciary decisions related to the continued prudence of offering the common stock of the Company or its affiliates as an investment option under a plan, such as the Plan, that permits participants to direct the investment of their Plan accounts, other than Plan sponsor decisions, and (ii) select and monitor any actively managed investments (including mutual funds) of the Company or its affiliates to be offered to participants as investment options under the Plan.

Participation Employees eligible to participate in the Plan are either (i) employed by a participating employer in the Pershing Plan as of December 31, 2005; (ii) employed by a participating employer in the Brokerage Plan as of December 31, 2005; (iii) new domestic employees of Pershing LLC and BNY Brokerage, Inc. and their affiliates, or (iv) employees of any other affiliate of the Company who adopts this Plan. New domestic employees of Pershing LLC and BNY Brokerage, Inc. who are hired on or after January 1, 2006 (other than part-time employees scheduled to work 20 or fewer hours per week), will be eligible to participate in the Plan following 30 days of service. A part-time employee who is hired on or after January 1, 2006, will be eligible to participate in the Plan on the first day following the 12 consecutive month period of employment during which the part-time employee completes 1,000 hours of service. Employees of the Company or any of its affiliates who either participate in, or are eligible to participate in The Bank of New York Mellon Corporation 401(k) Saving Plan are not eligible to participate in the Plan.

Eligible employees who have not taken action to either enroll or decline to enroll in the Plan after 75 days of employment will, after receiving notice from the Company, automatically be enrolled in the Plan with a contribution rate of 4% of their pre-tax compensation. The money will be directed into the Fidelity Managed Income Portfolio Fund (a common collective trust fund). Participants may stop their contributions to the Plan entirely, may change their contribution percentage or may change their fund selection at any time.

Voting Rights Each participant is entitled to exercise voting rights attributable to the shares of the Company 's common stock allocated to his or her account and will be notified prior to the time that such

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NOTES TO FINANCIAL STATEMENTS (continued)

rights are to be exercised. The Trustee votes all fractional, uninstructed allocated shares of Company common stock in the same proportion as it is instructed to vote with respect to shares for which it receives instruction. The Committee has contracted with the Independent Fiduciary to direct the Trustee on voting for all unallocated shares.

Contributions Employees may voluntarily contribute up to a maximum of 20% of their total compensation (as defined in the Plan) to the Plan. Total compensation for Plan purposes is limited to \$245,000 for 2009, and \$230,000 for 2008 (the Compensation Limit).

To satisfy Section 401(k) of the Internal Revenue Code of 1986 as amended (the Code), contributions are limited to the extent necessary to reduce the actual deferral percentage for certain highly compensated employees, as defined by the Code. The maximum individual salary deferral contribution per participant for the year is \$16,500 in 2009 and \$15,500 in 2008.

For participants age 50 and over, additional catch-up contributions are allowed up to an additional \$5,500 in 2009 and \$5,000 in 2008.

There are three types of contributions made to the Plan by the Company: (i) the Profit Sharing Contribution (ii) the Matching Contribution and (iii) the Qualified Employer Contribution.

Profit Sharing Contribution All employees who participate in the Plan are eligible for the Profit Sharing Contribution. The participant must be employed by the Company on December 31st of each year in order to receive that year's Profit Sharing Contribution. The Profit Sharing Contribution is made for each employee eligible to participate in the Plan equal to the percentage of compensation subject to the Compensation Limit, that may be separately determined (as a group) for employees of Pershing LLC and its affiliates and employees of BNY Brokerage, Inc. and its affiliates (also as a group). The Profit Sharing Contribution is discretionary; the Company may contribute up to 10% of the employee's base salary. Profit Sharing Contributions allocated to participant accounts are 20% vested after one full year of service, 40% vested after two full years of service, 60% vested after three full years of service, 80% vested after four full years of service and 100% vested after five full years of service. Participants are not required to make elective contributions to the Plan in order to be eligible for a profit sharing contribution.

Matching Contribution The Company makes a Matching Contribution to the employee's account for a particular year, provided the employee is employed on December 31st of that year and elected or made pre-tax or after-tax contributions. The Plan provides generally that participants will receive a Matching Contribution equal to 100% of their pre-tax and after-tax contributions (other than catch-up contributions), up to a maximum employer contribution of \$3,000. Matching Contributions are 100% immediately vested.

Qualified Employer Contribution Employees may also receive Qualified Nonelective Contributions or Qualified Matching Contributions to the Plan in order to satisfy applicable non-discrimination standards under the Code. The amount of any additional Qualified Nonelective Contributions or Qualified Matching Contributions and the method used to allocate such contributions among participants are determined at the discretion of the Benefits Administration Committee. Qualified Employer Contributions are 100% immediately vested.

Employees may rollover lump-sum payments from a previous employer's qualified retirement plan within 60 days after receipt, provided certain other legal requirements are satisfied. A rollover contribution does not make the employee eligible for Plan participation until the normal service requirements are met. The Company does not match rollover contributions.

In addition to the Plan's restrictions, the Code places overall limits on the amount that can be added to the participant's Plan account each year. The Code's defined contribution plan annual contribution limit for 2009 is \$49,000, which includes participant's contributions (excluding catch up and rollover contributions), any Profit Sharing Contributions, Matching Contributions, Qualified Nonelective

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NOTES TO FINANCIAL STATEMENTS (continued)

Contributions or Qualified Matching Contributions, and the 5% discount on the Company common stock purchased through The Bank of New York Mellon Corporation Common Stock Fund. Such 5% discount on elective participant purchases of Company common stock in the Plan was eliminated for purchases made after December 31, 2008.

Participant Accounts Each participant's account is credited with the applicable amount of Company contributions and any voluntary contributions made by the participant. Payments with respect to a participant's interest under the Plan are charged to the participant's account. The account is also credited or charged with the proportionate share of changes in the net assets of the Plan arising from investment activities. Individual service fees may be charged to a participant's account for taking a loan or for executing certain participant investment directions.

Investment Funds Each of the Plan's participants direct the Trustee of the Plan to invest their account in one or more of the 30 professionally managed funds offered under the Plan, including The Bank of New York Mellon Corporation Common Stock Fund. There is a wide variety of investment choices, such as stable value, international, indexed, bond, and growth funds. The performance of the investment funds being offered in the Plan is evaluated regularly, and the funds offered under the Plan may change periodically.

Withdrawals from the Plan The full value of the participant's vested account balance will be payable upon termination of the participant's employment. The account value will be paid as a lump sum distribution. The participant may elect to have the total vested account balance remain in the Plan until April 1 of the year following the year the participant attains age 70 1/2; however, account balances of \$1,000 or less will be automatically distributed in cash after termination of employment if a distribution has not been requested. Employees working past age 70 1/2 may defer commencement of distributions until April 1 following the calendar year in which they terminate employment.

In the event of the participant's death, payments will be made to the designated beneficiary. If the participant is married, the spouse is automatically the beneficiary, unless the participant designated an alternate beneficiary, which is consented to by the participant's spouse as witnessed by a plan representative or notary public. If the participant is not married, and if no beneficiary was designated, payments go directly to the participant's estate.

Subject to certain limitations, a participant may also withdraw all or part of the vested account balance upon attainment of age 59 1/2, or in the event of total disability or hardship. Participants may also request an in-service distribution of all or any part of the account attributable to after-tax contributions.

Loans to Participants Participants may borrow against their account balance according to the procedures as described in the Plan's Summary Plan Description. Loans from the Plan must be repaid over one to five years for a regular loan (non-primary residence) and one to ten years for a primary residence loan. Participant loans are secured by the balance in the participant's account and bear interest based on the prime lending rate (3.25% - 8.25% in both 2009 and 2008). Generally, the participant may borrow up to 50% of the total vested value of the account with a minimum loan amount of \$500 and a maximum of \$50,000. Loan repayments and interest are generally paid through payroll deductions and are credited to the account as they are paid.

Forfeitures Forfeitures are transferred to a forfeiture account, which is maintained for the Plan as a whole and is not attributable to any given participant. The balance of the forfeiture account may be used to reduce contributions to the Plan, as directed by the Company. At December 31, 2009 and 2008, the forfeiture account totaled \$499,881 and \$629,404, respectively. Forfeitures used totaled \$535,177 for 2009 and \$327,858 for 2008.

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NOTES TO FINANCIAL STATEMENTS (continued)

Amendment, Suspension and Termination The Company may amend or terminate the Plan, in whole or in part, at any time. No such amendment or termination, however, may have the effect of diverting any part of the net plan assets to any purpose other than for the exclusive benefit of the participants. Likewise, no amendment or termination may reduce the interest of any participant in the net plan assets accrued prior to such amendment.

In the event of termination, the Plan and the trust agreement may be kept in effect by the Company with respect to the contributions already made to the Plan, or the trust agreement may be terminated. If the trust agreement is terminated, assets of the Plan, except for The Bank of New York Mellon Corporation Common Stock Fund, shall be converted into cash and such cash shall be distributed to the participants in proportion to their respective interests. Participants in The Bank of New York Mellon Corporation Common Stock Fund shall receive their proportionate share of the fund assets in The Bank of New York Mellon Corporation common stock, and cash for any fractional shares.

Additional information regarding participants' rights is provided in the Summary Plan Description.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The financial statements of the Plan are prepared under the accrual method of accounting.

Recent Accounting Pronouncements In September 2009, the FASB issued Accounting Standards Update (ASU) 2009-12, *Fair Value Measurements and Disclosures: Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, (Topic 820). ASU 2009-12 offers guidance on how to use a net asset value per share to estimate the fair value on investments in investment vehicles such as hedge funds, private equity funds, real estate funds, venture capital funds, offshore fund vehicles and fund of funds. Investors may use net asset value to estimate the fair value of investments in investment companies that do not have a readily determinable fair value if the investees have the attributes of investment companies and the net asset values or their equivalents are calculated consistent with the AICPA Audit and Accounting Guide, Investment Companies, which generally requires investments to be measured at fair value. This approach is deemed to be a practical expedient for investors in investment companies as the GAAP fair-value measurement framework defines an asset's fair value as its current exit price. ASU 2009-12 has limitations and disclosure requirements about the nature and terms of the investments within the scope of the new guidance. ASU 2009-12 was effective December 31, 2009. Note 4 reflects this disclosure requirement.

The following is a summary of significant accounting policies of the Plan:

Use of Estimates The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation The fair value of the investments in the common collective trust and managed fund are valued at net asset value as reported by the fund based on the fair values of the underlying securities. The fair value of the investments in the Company's common stock and mutual funds are based on quoted market prices.

Loans Loans to participants are valued at amortized cost, which approximates fair value.

Fully Benefit-Responsive Investment Contracts As described in the ASC 946 *Financial Services - Investment Companies*, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement, as contract value is the amount

Table of Contents**NOTES TO FINANCIAL STATEMENTS (continued)**

participants will receive if they were to initiate permitted transactions under the terms of the Plan. As required by ASC 946 the statement of net assets available for benefits presents the investment contracts at fair value with the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

The investment in Fidelity Managed Income Portfolio Fund includes fully benefit-responsive investments stated at fair value. Contract value is equal to principal balance plus accrued interest. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rates were 0.98% and 1.20% for 2009 and 3.54% and 3.04% for 2008. The crediting interest rate is based on a formula agreed upon with the issuer. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (ii) changes to plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the plan sponsor or other plan sponsor events (e.g. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the plan or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any such event that would limit the Plan's ability to transact at contract value with participants is probable of occurring.

Investment Transactions and Investment Income Investment transactions are recognized on the trade date of the purchase or sale. Dividend income is recognized on the ex-dividend date. Interest income is recognized on an accrual basis. Net appreciation (depreciation) in fair value includes the Plan's gains (losses) on investments bought and sold, as well as held during the year.

Administrative Expenses The Company pays all administrative fees related to the Plan, except administrative costs arising in connection with participant loans and costs for executing certain participant investment directions.

Benefits Paid to Participants Benefits are recorded when paid.

3. INVESTMENTS

The fair values of individual investments that represent five percent or more of the Plan's net assets available for benefits are as follows:

| | December 31, | |
|--|---------------|---------------|
| | 2009 | 2008 |
| Fidelity Managed Income Portfolio Fund (a) | \$ 78,756,625 | \$ 68,622,096 |
| Fidelity Contra Fund | 31,912,829 | 22,903,609 |
| PIMCO Total Return Fund | 21,916,182 | 16,142,932 |
| Vanguard Institutional Index Fund | 30,797,765 | 16,470,850 |
| DFA Emerging Markets Value I Fund | 20,561,097 | 8,259,530(b) |

(a) As of December 31, 2009 and 2008, the contract value for the Fund was \$80,221,117 and \$72,323,709, respectively.

(b) Represents less than 5% of the Plan's net assets available for benefits as calculated for the respective reporting period.

The Plan's investments (including net realized gains/(losses) of \$3,472,795 in 2009 and \$(12,396,766) in 2008 on investments sold) appreciated/(depreciated) in value as follows:

Table of Contents**NOTES TO FINANCIAL STATEMENTS (continued)****Net Appreciation (Depreciation) in Fair Value**

| | 2009 | 2008 |
|--|---------------|------------------|
| The Bank of New York Mellon Corporation Common Stock Fund | \$ 216,298 | \$ (2,533,939) |
| Managed funds | 1,060,267 | (2,648,661) |
| Mutual funds | 60,451,208 | (110,006,524) |
| Common collective trust funds | (19,056) | (12,406) |
| Net appreciation (depreciation) in fair value of investments | \$ 61,708,717 | \$ (115,201,530) |

4. FAIR VALUE MEASUREMENTS

The guidance related to Fair Value Measurement, included in ASC 820 defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date and establishes a framework for measuring fair value. It establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

Valuation hierarchy

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 1 assets include mutual funds and common stock.

Level 2: Observable inputs other than Level 1 prices, for example, quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not

active, and inputs that are observable or can be corroborated, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 assets and liabilities include items that are traded less frequently than exchange traded securities and whose model inputs are observable in the market or can be corroborated by market observable data. Examples in this category are managed funds and common collective trust funds.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement. These unobservable inputs reflect the Plan's own assumptions about the market that participants would use to price an asset based on the best information available in the circumstances.

Table of Contents**NOTES TO FINANCIAL STATEMENTS (continued)***Valuation Methodologies*

Following is a description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Mutual funds: A mutual fund's net asset value (NAV) is normally calculated as of the close of business of the New York Stock Exchange (NYSE). The fund's assets are valued as of this time for the purpose of computing the fund's NAV. Open-end mutual funds issue redeemable securities, which permits the shareholder to present shares for redemption and receive a proportionate share of the fund's assets, and continually offers its shares for sale to the public.

Managed funds: A managed fund is valued through daily feeds from an external manager. The portfolio is tailored and maintained to fit specific needs. There are no readily available market quotations for a managed fund. The fund's fair value is based on securities in the portfolio which typically is the amount which the fund might reasonably expect to receive for the security upon a sale. These funds are either valued on a daily or monthly basis.

Common collective trust funds: There are no readily available market quotations for these funds. The fund's fair value is based on securities in the portfolio which typically is the amount which the fund might reasonably expect to receive for the security upon a sale. These funds are either valued on a daily or monthly basis.

Common Stock Fund: Valued at the closing NAV as reported by the custodian. The NAV is determined using the closing price reported in the active market in which the security is traded.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents the financial instruments carried at fair value as of December 31, 2009 and 2008, by caption on the Statements of Net Assets Available for Benefits and by ASC 820 valuation hierarchy (as described above).

Investment assets measured at fair value on a recurring basis**at December 31, 2009**

| | Level 1 | Level 2 | Level 3 | Total carrying value |
|---|-----------------------|----------------------|-----------|-----------------------|
| The Bank of New York Mellon Corporation Common Stock Fund | \$ 6,130,111 | \$ | \$ | \$ 6,130,111 |
| Managed funds | | 3,720,582 | | 3,720,582 |
| Mutual funds | 272,328,039 | | | 272,328,039 |
| Common collective trust funds | | 78,756,625 | | 78,756,625 |
| Total investment assets at fair value | \$ 278,458,150 | \$ 82,477,207 | \$ | \$ 360,935,357 |

Table of Contents**NOTES TO FINANCIAL STATEMENTS (continued)****Investment assets measured at fair value on a recurring basis**

at December 31, 2008

| | Level 1 | Level 2 | Level 3 | Total carrying value |
|---|-----------------------|----------------------|-----------|-----------------------|
| The Bank of New York Mellon Corporation Common Stock Fund | \$ 5,307,455 | \$ | \$ | \$ 5,307,455 |
| Managed funds | | 3,528,671 | | 3,528,671 |
| Mutual funds | 185,937,847 | | | 185,937,847 |
| Common collective trust funds | | 68,622,096 | | 68,622,096 |
| Total investment assets at fair value | \$ 191,245,302 | \$ 72,150,767 | \$ | \$ 263,396,069 |

At December 31, 2009 and 2008 the Plan had \$82,477,207 and \$72,150,767, respectively of investments in non-exchange traded investment funds reported at fair value and has concluded that the net asset value reported by the underlying fund approximates the fair value of the investment. These investments are redeemable at net asset value under agreements with the underlying funds. However, it is possible that these redemption rights may be restricted or eliminated by the funds in the future in accordance with the underlying fund agreements. Due to the nature of the investments held by the funds, changes in market conditions and the economic environment may significantly impact the net asset value of the funds and, consequently, the fair value of the Plan's interest in the funds. Furthermore, changes to the liquidity provisions of the funds may significantly impact the fair value of the Plan's interest in the funds.

5. FAIR VALUE OF NET ASSETS AVAILABLE FOR BENEFITS

Note 4 presents investments measured at fair value by the three level valuation hierarchy established by ASC 820. At December 31, 2009 and 2008, loans to participants of \$9,928,917 and \$8,599,980, respectively were valued at amortized cost which approximates fair value. At December 31, 2009 and 2008, the fair value of the employer's contributions receivable of \$14,100,425 and \$19,434,650, respectively equals carrying value due to its short maturity.

6. TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated October 20, 2006, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Committee believes the Plan is operating in compliance with the applicable requirements of the Code and, therefore believes that the Plan, as amended and restated is qualified and the related trust is tax-exempt.

7. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the

statements of net assets available for benefits.

Table of Contents**NOTES TO FINANCIAL STATEMENTS (continued)**

The Plan provides for investment in The Bank of New York Mellon Corporation Common Stock Fund. At December 31, 2009 and 2008, approximately 2% of the Plan's total assets were invested in this fund. The underlying value of the Company's common stock is entirely dependent upon the performance of the Company and the market's evaluation of such performance.

8. PARTY-IN-INTEREST TRANSACTIONS

The Bank of New York Mellon, a wholly-owned subsidiary of the Company, acts as the Trustee of the Plan.

Certain Plan investments are managed and held in trust by Fidelity. Since Fidelity acts as custodian of the Plan's assets, these transactions qualify as party-in-interest transactions as defined by ERISA.

The Plan held 210,578 and 179,244 shares of the Company's common stock in The Bank of New York Mellon Common Stock Fund as of December 31, 2009 and 2008, respectively.

9. PLAN TERMINATION

Although it has not expressed to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the Plan administrator would direct the Plan trustee to distribute participant account balances. Upon termination of the Plan, participant account balances would vest in full.

10. TRANSFER TO OTHER PLANS

In 2008, the participants transferred assets from the Plan to the BNY ConvergEx Group Plan totaling approximately \$2.5 million.

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008, to the Form 5500:

| | December 31, | |
|--|----------------|----------------|
| | 2009 | 2008 |
| Net assets available for benefits per the financial statements | \$ 386,429,191 | \$ 295,132,312 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (1,464,492) | (3,701,613) |
| Net assets available for benefits per the Form 5500 | \$ 384,964,699 | \$ 291,430,699 |

The following is a reconciliation of the change in net assets available for benefits per the financial statements for the year ended December 31, 2009 and 2008, to the Form 5500:

Table of Contents**NOTES TO FINANCIAL STATEMENTS (continued)**

| | December 31, | |
|--|---------------------|-----------------|
| | 2009 | 2008 |
| Net increase (decrease) in net assets available for benefits per the financial statements | \$ 91,296,879 | \$ (71,173,896) |
| Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts prior year | 3,701,613 | 642,810 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts current year | (1,464,492) | (3,701,613) |
| Net increase (decrease) in assets available for benefits per the Form 5500 | \$ 93,534,000 | \$ (74,232,699) |

The accompanying financial statements present fully benefit-responsive contracts at contract value. The Form 5500 requires fully benefit-responsive investment contracts to be reported at fair value. Therefore, the adjustment from fair value to contract value for fully benefit-responsive investment contracts represents a reconciling item.

Table of Contents**RETIREMENT SAVINGS PLAN OF BNY SECURITIES GROUP**

EIN: 13-2614959 Plan Number: 009

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2009

| Identity of Issue, Borrower, Lessor or Similar Party | Description | Cost | Current Value |
|--|--|------|-----------------------|
| * The Bank of New York Mellon Corporation Common Stock Fund | Common stock | N/A | \$ 6,130,111 |
| Alliance/Frontier Growth Fund | Managed Fund | N/A | 3,720,582 |
| American Funds AMCAP Fund | Mutual Fund | N/A | 4,840,003 |
| American Funds Capital World Growth & Income Fund | Mutual Fund | N/A | 9,705,341 |
| Columbia Acorn Z Fund | Mutual Fund | N/A | 13,463,910 |
| DFA Emerging Markets Value I Fund | Mutual Fund | N/A | 20,561,097 |
| * Fidelity Balanced Fund | Mutual Fund | N/A | 10,911,560 |
| * Fidelity Contra Fund | Mutual Fund | N/A | 31,912,829 |
| * Fidelity Diversified International Fund | Mutual Fund | N/A | 16,051,662 |
| * Fidelity Low-Priced Stock Fund | Mutual Fund | N/A | 4,892,296 |
| Morgan Stanley U.S. Real Estate Fund | Mutual Fund | N/A | 5,869,674 |
| Neuberger Berman Genesis Fund | Mutual Fund | N/A | 8,488,157 |
| The Oakmark International I Fund | Mutual Fund | N/A | 7,270,946 |
| PIMCO High Yield Institutional Fund | Mutual Fund | N/A | 5,410,464 |
| PIMCO Long-Term U.S. Government Fund | Mutual Fund | N/A | 5,164,657 |
| PIMCO Real Return Fund | Mutual Fund | N/A | 7,919,167 |
| PIMCO Total Return Fund | Mutual Fund | N/A | 21,916,182 |
| T. Rowe Price Mid Cap Growth Fund | Mutual Fund | N/A | 11,964,244 |
| T. Rowe Price Small Cap Value Fund | Mutual Fund | N/A | 9,230,257 |
| Vanguard Capital Opportunity Fund | Mutual Fund | N/A | 4,122,387 |
| Vanguard Institutional Index Fund | Mutual Fund | N/A | 30,797,765 |
| Vanguard LifeStrategy Conservative Growth Fund | Mutual Fund | N/A | 1,356,984 |
| Vanguard LifeStrategy Growth Fund | Mutual Fund | N/A | 5,803,905 |
| Vanguard LifeStrategy Income Fund | Mutual Fund | N/A | 1,143,126 |
| Vanguard LifeStrategy Moderate Growth Fund | Mutual Fund | N/A | 2,520,530 |
| Vanguard PRIMECAP Fund | Mutual Fund | N/A | 8,938,792 |
| Vanguard Strategic Equity Fund | Mutual Fund | N/A | 5,779,973 |
| Vanguard Windsor II Fund | Mutual Fund | N/A | 16,292,131 |
| Total Mutual and Managed Funds | | | 276,048,621 |
| * Fidelity Managed Income Portfolio Fund | Common Collective Trust Fund | N/A | 78,756,625 |
| * Loans to Participants | Various loans at various interest rates ranging from 3.25% to 8.25% due from | | |
| | less than 1 year to 10 years | | 9,928,917 |
| Total Investments and Loans (Held at the End of Year) | | | \$ 370,864,274 |

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* Represents a party-in-interest as defined by ERISA.

N/A This information is not required by ERISA or the Department of Labor to be reported for participant-directed investments.

See accompanying Report of Independent Registered Accounting Firm.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**RETIREMENT SAVINGS PLAN OF BNY
SECURITIES GROUP**

BY: /s/ Lisa B. Peters
Lisa B. Peters

Senior Executive Vice President and

Chief Human Resources Officer

BY: /s/ John A. Park
John A. Park

Executive Vice President

Corporate Controller

Dated: June 29, 2010

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Index to Exhibits

| Exhibit No. | Description | Method of Filing |
|--------------------|---|-------------------------|
| 23.1 | Consent of Independent Registered Public Accounting Firm. | Filed herewith. |