

Bank of New York Mellon Corp
 Form 4
 February 10, 2017

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 *
 Shea Brian T

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)
 02/08/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Chairman

THE BANK OF NEW YORK
 MELLON CORPORATION, 225
 LIBERTY STREET

(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

NEW YORK, NY 10286

(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 | 02/08/2017 | | M | | 80,494 | A | \$ 22.03 | 348,485.5177 | D | |
| Common Stock | 02/08/2017 | | S | | 80,494 | D | \$ 45.0662 | 267,991.5177 | D | |
| Common Stock | 02/08/2017 | | M | | 119,182 | A | \$ 30.13 | 387,173.5177 | D | |
| Common Stock | 02/08/2017 | | S | | 119,182 | D | \$ 45.0671 | 267,991.5177 | D | |

(1)

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.

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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 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 |
| 02/23/2012 Stock Options | \$ 22.03 | 02/08/2017 | | M | 80,494 | 02/23/2013 ⁽²⁾ 02/23/2022 | Common Stock |
| 02/24/2011 Stock Options | \$ 30.13 | 02/08/2017 | | M | 119,182 | 02/24/2012 ⁽²⁾ 02/24/2021 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shea Brian T
THE BANK OF NEW YORK MELLON CORPORATION
225 LIBERTY STREET
NEW YORK, NY 10286

Vice Chairman

Signatures

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

02/10/2017

**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 \$44.92 to \$45.16. 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.

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- (2) Grant of Stock Options under the BNY Mellon Long-Term Incentive Plan. Grant became exercisable in annual increments beginning on the date indicated.
- (3) Not Applicable

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