

Bank of New York Mellon CORP
 Form 4
 February 09, 2011

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
KELLY ROBERT P

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)
THE BANK OF NEW YORK MELLON CORPORATION, ONE WALL STREET

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2011

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

(Street)
NEW YORK, NY 10286

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/07/2011 | | D ⁽¹⁾ | | 12,959.3277 | D | 2 |
| Common Stock | 02/07/2011 | | F | | 17,605 | D | \$ 31.84 |
| Common Stock | | | | | 4,822.8333 | I | ⁽⁴⁾ |
| Common Stock | | | | | 204,043 | I | ⁽⁵⁾ |

By
 401(k)
 Plan
 By
 GRAT

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Performance Shares | (6) | 02/07/2011 | | D ⁽⁷⁾ | 53,998.3277 | 12/31/2010 | 03/15/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLY ROBERT P THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286 | X | | Chairman & CEO | |

Signatures

/s/ Arlie R. Nogay,
Attorney-in-Fact

02/09/2011

**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).

- Disposition represents forfeiture of restricted stock portion of Performance Share Award granted to the Reporting Person by the Issuer on
- (1) March 10, 2008. The Reporting Person forfeited 12,959.3277 shares out of a total of 53998.3277 such shares (including shares from dividend reinvestment) which are included in the pre-forfeiture ownership totals.
 - (2) Not Applicable.
 - (3) Shares withheld in payment of tax liability relating to vested portion of Performance Shares.
 - (4) Holdings reported as of 12/30/2010.
 - (5) Grantor Retained Annuity Trust, of which Reporting Person is Trustee. These shares were contributed on July 22, 2010, and were previously reported as direct beneficial ownership.

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(6) 1-for-1.

Disposition represents forfeiture of entire Other Stock-Based Award portion of Performance Share Award granted on March 10, 2008.

(7) The maximum amount that could have been earned by Reporting Person was represented by the combination of the restricted stock referred to in Footnote 1 above and of this award (and dividend reinvestments).

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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