

Bank of New York Mellon Corp
 Form 4
 December 13, 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)
12/09/2016

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)	(A) or (D)	Price	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	12/09/2016		M	86,180	A	\$ 42.83	1,089,675.391	D	
Common Stock	12/09/2016		S	86,180	D	\$ 48.4525 (1)	1,003,495.391	D	
Common Stock	12/09/2016		M	471,700	A	\$ 43.93	1,475,195.391	D	
Common Stock	12/09/2016		S	471,700	D	\$ 48.4573 (2)	1,003,495.391	D	

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Common Stock	12/09/2016	M	35,896	A	\$ 44.59	1,039,391.391	D	
Common Stock	12/09/2016	S	35,896	D	\$ 48.408 (3)	1,003,495.391	D	
Common Stock						56,604	I	By Wife (4)
Common Stock						22,140	I	By Family Trust
Common Stock						22,140	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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(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	Amount
04/02/2007 Stock Options	\$ 42.83	12/09/2016		M	86,180	04/02/2008 ⁽⁵⁾	04/02/2017	Common Stock	8
06/29/2007 Stock Options	\$ 43.93	12/09/2016		M	471,700	06/29/2008 ⁽⁵⁾	06/29/2017	Common Stock	47
07/23/2007 Stock Options	\$ 44.59	12/09/2016		M	35,896	07/23/2008 ⁽⁵⁾	07/23/2017	Common Stock	3

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HASELL 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

12/13/2016

__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).

Represents the weighted average price of shares sold with actual prices ranging from \$48.35 to \$48.52. 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.

Represents the weighted average price of shares sold with actual prices ranging from \$48.35 to \$48.595. Upon request by the SEC staff,
(2) 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.

Represents the weighted average price of shares sold with actual prices ranging from \$48.335 to \$48.515. Upon request by the SEC staff,
(3) 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.

(4) I disclaim beneficial ownership of these shares.

(5) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's employee compensation program in 2007, which if not exercised were scheduled to expire on the 10 year anniversary of the grant in 2017.

(6) 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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