

Bank of New York Mellon CORP
 Form 4
 March 12, 2008

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 *
PALERMO JAMES 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)
MELLON FINANCIAL CENTER, SUITE 0152
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2008

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

BOSTON, MA 02108

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/10/2008		A ⁽¹⁾	10,563 A \$ 42.31	224,399.9156	D	
Common Stock					3,520.5016 ⁽²⁾	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Emp Opt-RTB-Type NQ 3/10/08	\$ 42.31	03/10/2008		A	158,445	03/10/2009 ⁽³⁾	03/09/2018	Common Stock
Performance Shares ⁽⁵⁾	⁽⁶⁾	03/10/2008		A	10,563	12/31/2010	03/15/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALERMO JAMES P MELLON FINANCIAL CENTER SUITE 0152 BOSTON, MA 02108			Vice Chairman	

Signatures

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

03/12/2008

**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).
- (1) Award of Restricted Stock pursuant to Mellon Financial Corporation Long-Term Profit Incentive Plan (2004). Vesting (if any) based on BNY Mellon Total Shareholder Return compared to 1) peer group and 2) S&P 500 Financials Index.
- (2) Holdings reported as of 12/31/2007.
- (3) Grant becomes exercisable in annual increments of one-fourth each beginning on this date.
- (4) Not Applicable.
- (5) Other Stock-Based Award pursuant to Mellon Financial Corporation Long-Term Profit Incentive Plan (2004). Payable in an amount (if any) based on BNY Mellon Total Shareholder Return compared to 1) peer group and 2) S&P 500 Financials Index. Maximum amount that could be earned by Reporting Person is represented by the combination of Restricted Stock grant reported in Table I with reported amount of this Award.
- (6) 1-for-1.

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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