

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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**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 \*  
**GIBBONS THOMAS 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, 225 LIBERTY STREET**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/09/2016**

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
**Vice Chairman & CFO**

**NEW YORK, NY 10286**

(City) (State) (Zip)

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

**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)	Price				
				Code	V	Amount			
Common Stock	12/09/2016		M		43,161	A	\$ 42.83	403,922.7843	D
Common Stock	12/09/2016		S		43,161	D	\$ 48.4193	360,761.7843	D
Common Stock	12/09/2016		M		16,320	A	\$ 44.59	377,081.7843	D
Common Stock	12/09/2016		S		16,320	D	\$ 48.4208	360,761.7843	D

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(2)

Common Stock	12/09/2016	S	9,739	D	\$ 48.846 0	I	By Child #1
Common Stock					9,739	I	By Child #2
Common Stock					9,739	I	By Child #3
Common Stock					9,739	I	By Child #4

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)	8. Amount or Number of Shares
04/02/2007 Stock Options	\$ 42.83	12/09/2016		M	43,161	04/02/2008 <sup>(3)</sup> 04/02/2017	Common Stock	43,
07/23/2007 Stock Options	\$ 44.59	12/09/2016		M	16,320	07/23/2008 <sup>(3)</sup> 07/23/2017	Common Stock	16,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBBONS THOMAS P THE BANK OF NEW YORK MELLON CORPORATION 225 LIBERTY STREET NEW YORK, NY 10286			Vice Chairman & CFO	

## Signatures

/s/Bennett E. Josselson,  
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).
  - (1) Represents the weighted average price of shares sold with actual prices ranging from \$48.36 to \$48.455. Upon request by the SEC staff, 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.
  - (2) Represents the weighted average price of shares sold with actual prices ranging from \$48.405 to \$48.435 Upon request by the SEC staff, 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.
  - (3) 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.
  - (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.