

Keaney Timothy F
 Form 4
 January 23, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Keaney Timothy F

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

(Last) (First) (Middle)
 THE BANK OF NEW YORK
 MELLON CORPORATION, ONE
 WALL STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/18/2013

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. 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	01/18/2013		M ⁽¹⁾		28,302	A	\$ 24.52
							323,495.2077
Common Stock	01/18/2013		S		28,302	D	\$ 26.1957
							295,193.2077
Common Stock	01/22/2013		M ⁽¹⁾		28,302	A	\$ 24.52
							323,495.2077
Common Stock	01/22/2013		S		28,302	D	\$ 26.5962
							295,193.2077

Edgar Filing: Keaney Timothy F - Form 4

(3)

Common Stock 10,918.1512 I By 401(k) Plan
 (4)

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. 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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
2/11/03 Stock Options \$23.13	\$ 24.52	01/18/2013		M	28,302	02/11/2004 02/11/2013	Common Stock	28,302
2/11/03 Stock Options \$23.13	\$ 24.52	01/22/2013		M	28,302	02/11/2004 02/11/2013	Common Stock	28,302

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keaney Timothy F THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286			Vice Chairman	

Signatures

/s/Craig T. Beazer, Attorney-in-Fact 01/23/2013

**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) Reflects the exercise by the Reporting Person of Stock Options granted as part of the Company's annual employee compensation program in February 2003, which if not exercised were scheduled to expire on February 11, 2013.
Represents the weighted average price of shares sold with actual prices ranging from \$26.14 to \$26.27. 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 \$26.57 to \$26.64. 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) Holdings reported as of 12/31/2012.
- (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.