

Bank of New York Mellon Corp  
Form 4  
December 13, 2016

**FORM 4**

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GIBBONS THOMAS P**

(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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**Vice Chairman & CFO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Beneficial Ownership (Instr. 4)
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.

**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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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	43,161
07/23/2007 Stock Options	\$ 44.59	12/09/2016		M		16,320		07/23/2008 <sup>(3)</sup>	07/23/2017	Common Stock	16,320

## 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).
  - Represents the weighted average price of shares sold with actual prices ranging from \$48.36 to \$48.455. 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 \$48.405 to \$48.435 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.
  - (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.

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