

Bank of New York Mellon Corp  
 Form 5  
 February 13, 2015

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
HASSELL GERALD L			Bank of New York Mellon Corp [BK]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			12/31/2014		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
THE BANK OF NEW YORK MELLON CORPORATION, ONE WALL STREET			4. If Amendment, Date Original Filed (Month/Day/Year)		Chairman & CEO	
	(Street)				6. Individual or Joint/Group Reporting (check applicable line)	
NEW YORK, NY 10286					<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/04/2014	Â	G	8,966 D	\$ (1) 0 (2)	I	GRAT 2010-2
Common Stock	11/17/2014	Â	G	10,000 D	\$ (1) 721,232.9055 (2) (3)	D	Â
Common Stock	Â	Â	Â	Â	Â	I	By 401(k) Plan
	Â	Â	Â	Â	Â	I	

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Common Stock										By Family Trust
Common Stock	^	^	^	^	^	^	82,140	I		By Family Trust #2
Common Stock	^	^	^	^	^	^	56,604	I		By Wife <u>(5)</u>

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSELL GERALD L THE BANK OF NEW YORK MELLON CORPORATION ONE WALL STREET NEW YORK, NY 10286	^ X	^	^ Chairman & CEO	^

## Signatures

/s/ Craig T. Beazer,  
Attorney-in-Fact

02/13/2015

\*\*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) Not Applicable.

(2) Upon termination of GRAT 2010-2, 8,966 shares were distributed directly to beneficiaries of the GRAT, and the remaining 25,652 shares were distributed to the Reporting Person and are reported as directly held.

(3) Upon the termination of GRAT 2010-1, 15,056 shares were distributed to the Reporting Person and are reported as directly held.

(4) Holdings reported as of 12/31/2014.

(5) I disclaim beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.