

Bank of New York Mellon CORP  
 Form 4  
 August 12, 2009

**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 \*  
**KELLY ROBERT 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, ONE  
 WALL STREET**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**08/10/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

(Street)

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

**NEW YORK, NY 10286**

(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) Price			
Common Stock	08/10/2009		A <sup>(1)</sup>	167,726 A \$ 29.39	586,740.0904	D	
Common Stock					3,479.8186 <sup>(2)</sup>	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)

number.

**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 Am Nu Sha
EMP OPT-Right to Buy-Type NQ 8/10/09	\$ 29.39	08/10/2009		A <sup>(3)</sup>	604,326	08/10/2010 <sup>(3)</sup> 08/09/2019	Common Stock 60

## Reporting Owners

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

## Signatures

/s/ Arlie R. Nogay,  
Attorney-on-Fact 08/12/2009

\_\_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 The Bank of New York Mellon Corporation Long-Term Incentive Plan. The Company may reduce, delay vesting, revoke, cancel, claw back, or impose different terms and conditions, and/or pay the award in an alternate form if the Company deems it necessary or advisable to do so in order to comply with applicable law or regulation. Cliff vests on August 10, 2012.
- (2) Holdings reported as of 06/30/2009.
- (3) Option grant which becomes exercisable in annual installments of one-fourth each beginning on date indicated. The Company may reduce, delay vesting, revoke, cancel, claw back, or impose different terms and conditions, and/or pay the award in an alternate form if the Company deems it necessary or advisable to do so in order to comply with applicable law or regulation.
- (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.