Bank of New York Mellon Corp Form 4

November 12, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

Expires:

3235-0287

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* GARDEN EDWARD P

2. Issuer Name and Ticker or Trading

Issuer

Symbol

[BK]

Bank of New York Mellon Corp

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner Other (specify

280 PARK AVENUE, 41ST FLOOR 11/11/2015

(State)

(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

6.

Person

below)

(Street)

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) (Instr. 3)

NEW YORK, NY 10017

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired (A) or 5. Amount of TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

Ownership Indirect Form: Direct (D) or Indirect (I)

(Instr. 4)

Ι

Beneficial Ownership (Instr. 4)

7. Nature of

(A) or Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

30,932,439

Please see explanation

Common 11/11/2015 Stock

P 421,800 A

43.9354 (1)

below (2) (3)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	of			
				~	<i>(</i> 1) (5)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runner, runners	Director	10% Owner	Officer	Other			
GARDEN EDWARD P 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X						
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE 41ST FLOOR NEW YORK, NY 10017	X						

## **Signatures**

Stuart I. Rosen, Attorney-in-Fact for Edward P. Garden 11/12/2015

\*\*Signature of Reporting Person Date

Stuart I. Rosen, Attorney-in-Fact for Edward P. Garden, member of the general partner of Trian Fund Management, L.P.

\*\*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).
- The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$43.78 to \$44.05. The Reporting (1) Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
  - Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P. ("TPLP"), Trian Partners Master Fund, L.P. ("ERISA"), Trian Partners Parallel Fund I, L.P. ("Parallel"), Trian Partners Strategic Investment Fund II, L.P. ("TPSIF II"), Trian Partners Strategic Investment Fund-A, L.P. ("TPSIF-A"), Trian Partners Strategic Investment Fund-D, L.P. ("TPSIF-D"), Trian Partners Strategic Investment Fund-N, L.P.
- ("TPSIF-N"), Trian Partners Fund (Sub)-G, L.P. ("TPF-G"), Trian Partners Strategic Fund-G II, L.P. ("TPSF-G II"), Trian Partners Strategic Fund-G III, L.P. ("TPSF-G III") and Trian SPV (SUB) IX, L.P. ("SPV IX" and collectively with TPLP, TPMF, ERISA, Parallel, TPSIF II, TPSIF-A, TPSIF-D, TPSIF-N, TPF-G, TPSF-G II and TPSF-G III, the "Trian Entities") and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them.

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- (FN 2, contd.) Mr. Garden is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and therefore is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities. Accordingly, Mr. Garden and Trian Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3
- (3) under the Securities Exchange Act of 1934) the shares beneficially owned by the Trian Entities. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Mr. Garden is a director of the Issuer.

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. s a currently valid OMB number.