

GARDEN EDWARD P

Form 4

August 11, 2017

FORM 4**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).

**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 *
GARDEN EDWARD 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)
280 PARK AVENUE, 41ST FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
08/09/2017

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

NEW YORK, NY 10017

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/09/2017		S(1)		10,000,000	D	\$ 53.085
					22,366,329	I	

Please see
 explanation
 below (2) (3)

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

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 information contained in this form are not
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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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	08/11/2017
__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.	08/11/2017
__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) The sales reported in this Form 4 were for portfolio management purposes, including the expiration of the applicable lock-up period of one investment fund whose sole holding is shares of the Issuer and the liquidation of another investment fund.
- Trian Fund Management, L.P. ("Trian Management") serves as the management company for Trian Partners, L.P. ("TPLP"), Trian Partners Master Fund, L.P. ("TPMF"), 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"), Trian Partners Strategic Fund-K, L.P. ("TPSF-K") and Trian SPV (SUB) IX, L.P. ("SPV IX" and collectively with TPLP, TPMF, Parallel, TPSIF II, TPSIF-A, TPSIF-D, TPSIF-N, TPF-G, TPSF-G II, TPSF-G III and TPSF-K, 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.

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