

Bank of New York Mellon Corp

Form 4

April 25, 2017

**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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(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/21/2017

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

(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 10017

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             | Code V                               | Amount (D) Price                                                           | 32,366,329                                                                                                         | I                                                                    | Please see<br>explanation<br>below <u>(1)</u> <u>(2)</u>          |

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  
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number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Deriva<br>Securi<br>(Instr. |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                                 | Date<br>Exercisable Expiration<br>Date                         | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares     |
| Deferred<br>Stock<br>Units                          | (3)                                                                | 04/21/2017                              |                                                             | A                                    | 2,780                                                                                                           | (4) (4)                                                        | Common<br>Stock                                                     | 2,780 (5)                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships                    |
|------------------------------------------------------------------------------------|----------------------------------|
|                                                                                    | Director 10% Owner Officer Other |
| GARDEN EDWARD P<br>280 PARK AVENUE<br>41ST FLOOR<br>NEW YORK, NY 10017             | X                                |
| TRIAN FUND MANAGEMENT, L.P.<br>280 PARK AVENUE<br>41ST FLOOR<br>NEW YORK, NY 10017 | X                                |

## Signatures

|                                                                                                                         |            |
|-------------------------------------------------------------------------------------------------------------------------|------------|
| Stuart I. Rosen, Attorney-in-Fact for Edward P. Garden                                                                  | 04/25/2017 |
| __Signature of Reporting Person                                                                                         | Date       |
| Stuart I. Rosen, Attorney-in-Fact for Edward P. Garden, member of the general partner of<br>Trian Fund Management, L.P. | 04/25/2017 |
| __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) 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 Master Fund (ERISA), 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"), Trian Partners Strategic Fund-K, L.P. ("TPSF-K") 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, TPSF-G III and TPSF-K, the "Trian Entities")

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(FN 2, contd.) and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. 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.

- (2) Accordingly, Mr. Garden and Trian Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-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.

- (3) 1-for-1.

The deferred stock units vest on the earlier of the date of the Issuer's 2018 Annual Meeting of Shareholders or one year from the grant

- (4) date. Vested deferred stock units are payable in shares of Common Stock, either in a lump sum or, if the grantee has so elected, in annual installments, in each case beginning on the 30th day following grantee's termination of service as a director of the Issuer. Deferred stock units pay dividend equivalents which are reinvested in additional deferred stock units.

- (5) 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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