

Bank of New York Mellon CORP  
Form S-8 POS  
December 17, 2010

Registration No. 333-144216

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

**THE BANK OF NEW YORK MELLON CORPORATION**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-2614959  
(I.R.S. Employer

Identification No.)

One Wall Street

New York, New York 10286

(212) 495-1784

(Address of Principal Executive Offices)

2003 Long-Term Incentive Plan of The Bank of New York Company, Inc.

1999 Long-Term Incentive Plan of The Bank of New York Company, Inc.

1993 Long-Term Incentive Plan of The Bank of New York Company, Inc.

Employees Stock Purchase Plan of The Bank of New York Company, Inc.

Employee Savings & Investment Plan of The Bank of New York Company, Inc. &

Retirement Savings Plan of BNY Securities Group

Mellon Financial Corporation Long-Term Profit Incentive Plan (2004)

Mellon Financial Corporation Long-Term Profit Incentive Plan (1996)

Mellon Financial Corporation Employee Stock Purchase Plan

Mellon 401(k) Retirement Savings Plan

Mellon Financial Corporation Stock Option Plan for the Mellon Financial Group - West Coast Board of Directors (1998)

Mellon Financial Corporation Stock Option Plan for Affiliate Boards of Directors (1999)

Mellon Financial Corporation ShareSuccess Plan

Mellon Financial Corporation Stock Option Plan for Outside Directors (2001)

Mellon Financial Corporation Stock Option Plan for Outside Directors (1989)

Mellon Financial Corporation Elective Deferred Compensation Plan (Post 12/31/04)

Mellon Financial Elective Deferred Compensation Plan for Senior Officers (Post 12/31/04)

Mellon Financial Elective Deferred Compensation Plan for Directors (Post 12/31/04)

Mellon Financial Corporation Director Equity Plan (2006)

(Full title of the plan)



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**Arlie R. Nogay, Esq.**

**Corporate Secretary and Chief Securities Counsel**

**BNY Mellon Center**

**500 Grant Street**

**Pittsburgh, Pennsylvania 15258-0001**

**(412) 234-5000**

**(Telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company.)

Smaller reporting company

**EXPLANATORY NOTE**

The Bank of New York Mellon Corporation (the Company) filed a Registration Statement on Form S-8 with the Securities and Exchange Commission on June 29, 2007 (Registration No. 333-144216) (the Registration Statement) to register shares of its common stock, \$0.01 par value (the Common Stock), along with an indeterminate number of interests, to be offered or sold pursuant to the employee benefit plans listed therein. Since the filing of the Registration Statement, the Mellon 401(k) Retirement Savings Plan (the Mellon 401(k)) has been renamed The Bank of New York Mellon Corporation 401(k) Savings Plan.

The Registration Statement registered shares of Common Stock for issuance under the 1993 Long-Term Incentive Plan of The Bank of New York Company, Inc. (the 1993 LTIP) and the Mellon Financial Corporation Stock Option Plan for Outside Directors (1989) (the Mellon Plan for Outside Directors). Both the 1993 LTIP and the Mellon Plan for Outside Directors have subsequently terminated. In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister and remove any previously registered shares of Common Stock issuable under the 1993 LTIP and the Mellon Plan for Outside Directors that remain unissued and unsold under the Registration Statement as of the date hereof.

The Registration Statement otherwise continues in effect as to the shares of Common Stock and interests remaining available for offer or sale pursuant to the following plans:

- (a) 2003 Long-Term Incentive Plan of The Bank of New York Company, Inc.;
- (b) 1999 Long-Term Incentive Plan of The Bank of New York Company, Inc.;
- (c) Employees Stock Purchase Plan of The Bank of New York Company, Inc.;
- (d) Employee Savings & Investment Plan of The Bank of New York Company, Inc. & Retirement Savings Plan of BNY Securities Group;
- (e) Mellon Financial Corporation Long-Term Profit Incentive Plan (2004);
- (f) Mellon Financial Corporation Long-Term Profit Incentive Plan (1996);
- (g) Mellon Financial Corporation Employee Stock Purchase Plan;
- (h) Mellon Financial Corporation Stock Option Plan for the Mellon Financial Group - West Coast Board of Directors (1998);
- (i) Mellon Financial Corporation Stock Option Plan for Affiliate Boards of Directors (1999);
- (j) Mellon Financial Corporation ShareSuccess Plan;
- (k) Mellon Financial Corporation Stock Option Plan for Outside Directors (2001);

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- (l) Mellon Financial Corporation Elective Deferred Compensation Plan (Post 12/31/04);
- (m) Mellon Financial Elective Deferred Compensation Plan for Senior Officers (Post 12/31/04);
- (n) Mellon Financial Elective Deferred Compensation Plan for Directors (Post 12/31/04);
- (o) Mellon Financial Corporation Director Equity Plan (2006); and
- (p) the Mellon 401(k) Retirement Savings Plan (renamed as The Bank of New York Mellon Corporation 401(k) Savings Plan).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, The Bank of New York Mellon Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 17th day of December, 2010.

THE BANK OF NEW YORK MELLON  
CORPORATION

By: /s/ Robert P. Kelly  
Robert P. Kelly  
Chief Executive Officer

(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on the 17th day of December, 2010.

<b>Signature</b>	<b>Title</b>
/s/ Robert P. Kelly Robert P. Kelly	Chief Executive Officer (Principal Executive Officer)
/s/ Thomas P. Gibbons Thomas P. Gibbons	Chief Financial Officer (Principal Financial Officer)
/s/ John A. Park John A. Park	Controller (Principal Accounting Officer)
* Ruth E. Bruch	Director
* Nicholas M. Donofrio	Director
* Gerald L. Hassell	Director
* Edmund F. Kelly	Director
* Robert P. Kelly	Director
* Richard J. Kogan	Director

	<b>Signature</b>	<b>Title</b>
Michael J. Kowalski	*	Director
John A. Luke, Jr.	*	Director
Robert Mehrabian	*	Director
Mark A. Nordenberg	*	Director
Catherine A. Rein	*	Director
William C. Richardson	*	Director
Samuel C. Scott III	*	Director
John P. Surma	*	Director
Wesley W. von Schack	*	Director

\* Arlie R. Nogay, by signing his name hereto, does sign this document on behalf of the above-noted individuals, pursuant to the power of attorney duly executed by such individuals, which has been filed as an exhibit to this registration statement.

/s/ Arlie R. Nogay  
Name: Arlie R. Nogay

Attorney-in-Fact



**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
24.1	Powers of Attorney, filed herewith