

Bank of New York Mellon CORP
Form 8-K
February 27, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 21, 2008

THE BANK OF NEW YORK MELLON CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

000-52710
(Commission File Number)

13-2614959
(I.R.S. Employer
Identification No.)

One Wall Street

New York, New York
(Address of principal executive offices)

10286
(Zip code)

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Registrant's telephone number, including area code (212) 495-1784

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(e) Effective February 21, 2008, the Registrant amended the 2003 Long-Term Incentive Plan of The Bank of New York Company, Inc. (the Plan) to permit the limitation of automatic vesting and/or payment of awards upon the occurrence of a change in control (as defined in the Plan), for future awards under the Plan. Accordingly, future awards may include a so-called double trigger , under which the vesting and/or payment is also conditioned upon the participant s termination of employment following a change in control. A copy of the amendment is attached as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) EXHIBITS.

Exhibit

| Number | Description |
|---------------|--|
| 99.1 | Amendment to The 2003 Long-Term Incentive Plan of The Bank of New York, Inc. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

The Bank of New York Mellon Corporation
(Registrant)

Date: February 27, 2008

By: /s/ Bart R. Schwartz
Name: Bart R. Schwartz
Title: Corporate Secretary

EXHIBIT INDEX

| Number | Description | Method of Filing |
|---------------|--|-------------------------|
| 99.1 | Amendment to The 2003 Long-Term Incentive Plan of The Bank of New York Company, Inc. | Filed herewith |