

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**

| <b>Number</b> | <b>Description</b>                                                           |
|---------------|------------------------------------------------------------------------------|
| 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**

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