

GODRIDGE LESLIE V
 Form 5/A
 February 03, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 GODRIDGE LESLIE V

2. Issuer Name and Ticker or Trading Symbol
 BANK OF NEW YORK CO INC
 [BK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 SEVP of The Bank of New York

ONE WALL STREET
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/01/2004

6. Individual or Joint/Group Reporting (check applicable line)

NEW YORK, NY 10286

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (Par Value \$7.50)	05/06/2004		L	35.29	A	\$ 30.0356	199,190.58	D	
Common Stock (Par Value \$7.50)	08/05/2004		L	37.57	A	\$ 28.4064	199,228.14	D	
Common Stock (Par Value \$7.50)	09/10/2004		G	640	D	\$ 29.925	198,588.14	D	

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Value \$7.50)									
Common Stock (Par Value \$7.50)	11/04/2004	Â	L	32.29	A	\$ 33,2829	198,620.43	D	Â
Common Stock (Par Value \$7.50)	11/04/2004	Â	G	330	D	\$ 33.195	198,290.43	D	Â
Common Stock (Par Value \$7.50)	12/09/2004	Â	G	220	D	\$ 32.925	198,070.43	D	Â
Common Stock (Par Value \$7.50)	12/10/2004	Â	G	170	D	\$ 33.175	197,900.43	D	Â
Common Stock (Par Value \$7.50)	Â	Â	Â	Â	Â	Â	1,735	I <u>(1)</u>	by daughter
Common Stock (Par Value \$7.50)	Â	Â	Â	Â	Â	Â	1,735	I <u>(2)</u>	by Son
Stock Units	Â	Â	Â	Â	Â	Â	190,712.5 <u>(3)</u>	D	Â

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title Amount or	

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODRIDGE LESLIE V ONE WALL STREET NEW YORK, NY 10286	^	^	^	SEVP of The Bank of New York ^

Signatures

Leslie V
Godridge

02/03/2005

**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) Owned as custodian for daughter under the Uniform Gifts to Minors Act.
- (2) Owned as custodian for son under the Uniform Gifts to Minors Act.
- (3) Represents number of stock units held in employer's stock fund in The Bank of New York Company, Inc. Employee Savings and Investment Plan, formerly the Profit Sharing Plan, as of December 31, 2004.

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Remarks:

Amended Filing. Prior filing shows incorrect date in "Statement for Issuer's Fiscal Year Ended" du

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.