

BANK OF NEW YORK CO INC
 Form 4
 May 03, 2006

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HASSELL GERALD L

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. Date of Earliest Transaction (Month/Day/Year)
05/01/2006

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

THE BANK OF NEW YORK, ONE WALL STREET
 (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 10286

(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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock (Par Value \$7.50) | 01/01/2006 | | L | V | 32.14 | A | \$ 31.85 660,562.98 D |
| Common Stock (Par Value \$7.50) | 02/02/2006 | | L | V | 111.56 | A | \$ 32.0932 660,674.53 D |
| | 04/27/2006 | | G | V | 800 | D | \$ 34.405 659,874.53 D |

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| | | | | | | | | | |
|---|------------|---|--------|---|---------------|--------------------------|-------|--|-------------------------|
| Common Stock (Par Value \$7.50) | | | | | | | | | |
| Common Stock (Par Value \$7.50) | 05/01/2006 | M | 28,600 | A | \$ 17.25 | 688,474.53 | D | | |
| Common Stock (Par Value \$7.50) | 05/01/2006 | S | 14,200 | D | \$ 35.07 | 674,274.53 | D | | |
| Common Stock (Par Value \$7.50) | 05/01/2006 | S | 14,400 | D | \$ 35.1 | 659,874.53 | D | | |
| Common Stock (Par Value \$7.50) | 05/01/2006 | M | 3,640 | A | \$ 27.4688 | 663,514.53 | D | | |
| Common Stock (Par Value \$7.50) | 05/01/2006 | F | 2,865 | D | \$ 34.91 | <u>660,649.53</u> (1) | D | | |
| Common Stock (Par Value \$7.50) | | | | | | 51,618 (2) | I | | by GRAT |
| Common Stock (Par Value \$7.50) | | | | | | 60,000 (3) | I | | Held by Spouse-Agnes |
| Common Stock (Par Value \$7.50) | | | | | | 28,927 | I (4) | | Held by family trust |
| | | | | | | 28,927 | I (4) | | |

Common
Stock
(Par
Value
\$7.50)

Held by
second family
trust

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 displays a currently valid OMB control number.

SEC 1474
(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Options | \$ 17.25 | 05/01/2006 | | M | 28,600 | 01/14/1998 01/14/2007 | Common Stock (Par Value \$7.50) 28,600 |
| Options | \$ 27.4688 | 05/01/2006 | | M | 3,640 | 01/13/2002 01/13/2008 | Common Stock (Par Value \$7.50) 3,640 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| HASELL GERALD L THE BANK OF NEW YORK ONE WALL STREET NEW YORK, NY 10286 | X | | President | |

Signatures

Gerald L.
Hassell

05/02/2006

 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) As of April 30, 2006, reporting person held indirectly 229,965.294 stock units in employer's stock fund in The Bank of New York Company, Inc. Employee Savings and Investment Plan, a 401(k) Plan, formerly the Profit Sharing Plan.
- (2) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on May 27, 2004.
- (3) Reporting person disclaims beneficial ownership of these securities.
- (4) Contribution of shares to a family trust. Reporting person has the right to reacquire the shares by substituting other property of equal value.

Note: File three copies of this Form, one of which must be manually signed. If space 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.