

BANK OF NEW YORK CO INC  
 Form 4  
 May 18, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**RENYI THOMAS A**

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)  
**ONE WALL STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/17/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**NEW YORK, NY 10286**

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock (Par Value \$7.50)	01/01/2006		L	V	32.1438	A	\$ 31.85
Common Stock (Par Value \$7.50)	02/02/2006		L	V	182.8167	A	\$ 32.09
Common Stock	05/17/2006		M		98,000	A	\$ 17.25

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(Par  
Value  
\$7.50)

Common  
Stock

(Par Value \$7.50)	05/17/2006	<u>S<sup>(1)</sup></u>	1,900	D	\$ 32.79	610,159.6405	D
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Common  
Stock

(Par Value \$7.50)	05/17/2006	<u>S<sup>(1)</sup></u>	400	D	\$ 32.8	609,759.6405	D
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Common  
Stock

(Par Value \$7.50)	05/17/2006	<u>S<sup>(1)</sup></u>	2,200	D	\$ 32.82	607,559.6405	D
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Common  
Stock

(Par Value \$7.50)	05/17/2006	<u>S<sup>(1)</sup></u>	2,300	D	\$ 32.83	605,259.6405	D
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Common  
Stock

(Par Value \$7.50)	05/17/2006	<u>S<sup>(1)</sup></u>	4,800	D	\$ 32.84	600,459.6405	D
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Common  
Stock

(Par Value \$7.50)	05/17/2006	<u>S<sup>(1)</sup></u>	2,000	D	\$ 32.85	598,459.6405	D
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Common  
Stock

(Par Value \$7.50)	05/17/2006	<u>S<sup>(1)</sup></u>	4,200	D	\$ 32.86	594,259.6405	D
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Common  
Stock

(Par Value \$7.50)	05/17/2006	<u>S<sup>(1)</sup></u>	1,900	D	\$ 32.87	592,359.6405	D
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Common  
Stock  
(Par

05/17/2006	<u>S<sup>(1)</sup></u>	2,500	D	\$ 32.92	589,859.6405	D
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Value \$7.50)							
Common Stock (Par Value \$7.50)	05/17/2006	S <sup>(1)</sup>	1,800	D	\$ 32.93	588,059.6405	D
Common Stock (Par Value \$7.50)	05/17/2006	S <sup>(1)</sup>	4,000	D	\$ 32.95	584,059.6405	D
Common Stock (Par Value \$7.50)	05/17/2006	S <sup>(1)</sup>	3,300	D	\$ 32.98	580,759.6405	D
Common Stock (Par Value \$7.50)	05/17/2006	S <sup>(1)</sup>	5,500	D	\$ 33	575,259.6405	D
Common Stock (Par Value \$7.50)	05/17/2006	S <sup>(1)</sup>	600	D	\$ 33.01	574,659.6405	D
Common Stock (Par Value \$7.50)	05/17/2006	S <sup>(1)</sup>	4,600	D	\$ 33.02	570,059.6405	D
Common Stock (Par Value \$7.50)	05/17/2006	S <sup>(1)</sup>	3,000	D	\$ 33.03	567,059.6405	D
Common Stock (Par Value \$7.50)	05/17/2006	S <sup>(1)</sup>	5,900	D	\$ 33.04	561,159.6405	D
Common Stock (Par Value	05/17/2006	S <sup>(1)</sup>	4,400	D	\$ 33.05	556,759.6405	D

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\$7.50)							
Common Stock (Par Value \$7.50)				413,859.84 <sup>(2)</sup>	I		By 401(k) Plan
Common Stock (Par Value \$7.50)				130,000 <sup>(3)</sup>	I		By GRAT 2-2005
Common Stock (Par Value \$7.50)				260,000 <sup>(3)</sup>	I		by GRAT 3- 2005
Common Stock (Par Value \$7.50)				3,350 <sup>(4)</sup> <sup>(5)</sup>	I		By Spouse

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

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(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
1/14/97 Stock Options \$17.25	\$ 17.25	05/17/2006		M	98,000	01/14/1998    01/14/2007	Common Stock (Par Value \$7.50)      98,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RENYI THOMAS A ONE WALL STREET NEW YORK, NY 10286	X		Chairman and CEO	

## Signatures

Thomas A.  
Renyi

05/18/2006

\*\*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).
- (3) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on August 23, 2005.
- (4) Reporting person disclaims beneficial ownership of these securities.
- (1) The sale is being made pursuant to a Rule 10b5-1 sales plan adopted on August 22, 2005.
- (5) Form #1 of 2
- (2) Represents number of stock units held indirectly in employer's stock fund in The Bank of New York Company, Inc. Employee Savings and Investment Plan, a 401(k) Plan, as of April 30, 2006. Previously reported as owned directly in Profit Sharing Plan.

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.