

BANK OF NEW YORK CO INC
 Form 4
 August 02, 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)
08/01/2006

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) | 05/12/2006 | | G | 8,000 | D | \$ 34.27 | 674,595.53 D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | | M | 28,534 | A | \$ 17.25 | 703,129.53 D |
| | 08/01/2006 | | S ⁽¹⁾ | 1,000 | D | | 702,129.53 D |

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| | | | | | | | |
|---|------------|-------------|-------|---|-------------|------------|---|
| Common Stock (Par Value \$7.50) | | | | | \$ 33.27 | | |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 300 | D | \$ 33.28 | 701,829.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 1,800 | D | \$ 33.29 | 700,029.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 1,300 | D | \$ 33.3 | 698,729.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 1,200 | D | \$ 33.31 | 697,529.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 200 | D | \$ 33.34 | 697,329.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 2,400 | D | \$ 33.35 | 694,929.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 500 | D | \$ 33.36 | 694,429.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 500 | D | \$ 33.37 | 693,929.53 | D |
| | 08/01/2006 | <u>S(1)</u> | 1,100 | D | | 692,829.53 | D |

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|---|------------|-------------|-------|---|-------------|------------|---|
| Common Stock (Par Value \$7.50) | | | | | \$ 33.38 | | |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 3,789 | D | \$ 33.39 | 689,040.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 11 | D | \$ 33.4 | 689,029.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 700 | D | \$ 33.41 | 688,329.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 700 | D | \$ 33.42 | 687,629.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 1,500 | D | \$ 33.43 | 686,129.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 2,100 | D | \$ 33.44 | 684,029.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 2,800 | D | \$ 33.45 | 681,229.53 | D |
| Common Stock (Par Value \$7.50) | 08/01/2006 | <u>S(1)</u> | 1,900 | D | \$ 33.46 | 679,329.53 | D |
| | 08/01/2006 | <u>S(1)</u> | 1,200 | D | | 678,129.53 | D |

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| | | | | | | | | |
|---|------------|------------------|-------|---|-------------|-----------------------|-------|-----------------------------------|
| Common Stock (Par Value \$7.50) | | | | | \$ 33.47 | | | |
| Common Stock (Par Value \$7.50) | 08/01/2006 | S ⁽¹⁾ | 1,434 | D | \$ 33.49 | 676,695.53 | D | |
| Common Stock (Par Value \$7.50) | 08/01/2006 | S ⁽¹⁾ | 800 | D | \$ 33.53 | 675,895.53 | D | |
| Common Stock (Par Value \$7.50) | 08/01/2006 | S ⁽¹⁾ | 1,300 | D | \$ 33.54 | 674,595.53 (2) (3) | D | |
| Common Stock (Par Value \$7.50) | | | | | | 29,672 (4) | I | by GRAT |
| Common Stock (Par Value \$7.50) | | | | | | 60,000 (5) | I | Held by Spouse-Agnes |
| Common Stock (Par Value \$7.50) | | | | | | 28,927 | I (6) | Held by family trust |
| Common Stock (Par Value \$7.50) | | | | | | 28,927 | I (6) | Held by second family trust |

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

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(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Options | \$ 17.25 | 08/01/2006 | | M | 28,534 | 01/14/1998 01/14/2007 | Common Stock (Par Value \$7.50) 28,534 |

Reporting Owners

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

Signatures

Gerald L. Hassell 08/02/2006

__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) The sale is being made pursuant to a Rule 10b5-1 sales plan adopted on May 1, 2006.
- (2) 21,946 of these shares have been previously reported as beneficially owned but had been held by a grantor retained annuity trust until May 26, 2006.
- (3) As of June 30, 2006, reporting person held indirectly 231,410.025 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.
- (4) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on May 27, 2004.
- (5) Reporting person disclaims beneficial ownership of these securities.
- (6) Contribution of shares to a family trust. Reporting person has the right to reacquire the shares by substituting other property of equal value.

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