

BANK OF NEW YORK CO INC  
 Form 4  
 October 31, 2005

**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 \*  
**VELLI JOSEPH M**

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)  
**10/28/2005**

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common Stock (Par Value \$7.50) | 03/25/2005                           |  | L                              | V   | 13.63   | A  | \$ 29.0934                                 |
| Common Stock (Par Value \$7.50) | 05/05/2005                           |  | L                              | V   | 55.55   | A  | \$ 28.6021                                 |
| Common Stock                    | 08/04/2005                           |  | L                              | V   | 54.98   | A  | \$ 30.5554                                 |
|                                 |                                      |  |                                |   |   |  | 983,498.6                                  |
|                                 |                                      |  |                                |   |   |  | 983,554.16                                 |
|                                 |                                      |  |                                |   |   |  | 983,609.14                                 |

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|                                 |            |   |        |   |            |                         |   |                |  |
|---------------------------------|------------|---|--------|---|------------|-------------------------|---|----------------|--|
| (Par Value \$7.50)              |            |   |        |   |            |                         |   |                |  |
| Common Stock (Par Value \$7.50) | 10/28/2005 | M | 5,378  | A | \$ 11.2813 | 988,987.14              | D |                |  |
| Common Stock (Par Value \$7.50) | 10/28/2005 | M | 30,379 | A | \$ 11.2813 | 1,019,366.14            | D |                |  |
| Common Stock (Par Value \$7.50) | 10/28/2005 | M | 379    | A | \$ 11.2813 | 1,019,745.14            | D |                |  |
| Common Stock (Par Value \$7.50) | 10/28/2005 | S | 636    | D | \$ 30.7    | 1,019,109.14            | D |                |  |
| Common Stock (Par Value \$7.50) | 10/28/2005 | S | 7,500  | D | \$ 30.69   | 1,011,609.14            | D |                |  |
| Common Stock (Par Value \$7.50) | 10/28/2005 | S | 12,000 | D | \$ 30.65   | 999,609.14              | D |                |  |
| Common Stock (Par Value \$7.50) | 10/28/2005 | S | 16,000 | D | \$ 31.85   | 983,609.14              | D |                |  |
| Common Stock (Par Value \$7.50) |            |   |        |   |            | 1,153.26 <sup>(1)</sup> | I | Held by Spouse |  |
|                                 |            |   |        |   |            | <sub>(2)</sub>          |   |                |  |

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

SEC 1474 (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) |                                 |                            |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                           | Amount or Number of Shares |  |
|  |  |                                      |  |                                |   | Code   | V   | (A)                             | (D)                        |  |
| Options                                    | \$ 11.2813   | 10/28/2005                           |  | M                              | 5,378   | 01/09/1997 01/09/2006                                    |   | Common Stock (Par Value \$7.50) | 5,378                      |  |
| Options                                    | \$ 11.2813   | 10/28/2005                           |  | M                              | 30,379  | 01/09/1998 01/09/2006                                    |   | Common Stock (Par Value \$7.50) | 30,379                     |  |
| Options                                    | \$ 11.2813   | 10/28/2005                           |  | M                              | 379   | 01/09/1999 01/09/2006                                    |   | Common Stock (Par Value \$7.50) | 379                        |  |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| VELLI JOSEPH M<br>ONE WALL STREET<br>NEW YORK, NY 10286 |               |           | SEVP of The Bank of New York |       |

## Signatures

Joseph M. Velli                      10/31/2005  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Reporting person disclaims beneficial ownership of these securities.

(2) Includes 17.7711 shares purchased through Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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