

BANK OF NEW YORK CO INC
 Form 4
 July 03, 2007

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 *
MASTRO THOMAS J

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)
07/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Comptroller

NEW YORK, NY 10286
 (City) (State) (Zip)

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

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)	02/02/2007		L	V	0.1155	A	\$ 38.6173
Common Stock (Par Value \$7.50)	05/04/2007		L	V	0.1442	A	\$ 39.2241
Common Stock	07/01/2007		D		30,789.0597	D	\$ 0
							41.5096

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(Par Value \$7.50)					(1)			
Common Stock (Par Value \$7.50)	07/01/2007	D	10,185.513	D	\$ 41.5096	0 (2)	I	by 401(k) Plan

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
1/12/99 Stock Options \$35.56	\$ 35.56	07/01/2007		D	25,000	01/12/2000 01/12/2009	Common Stock (Par Value \$7.50) 25,000
2/13/01 Stock Options \$54.02	\$ 54.02	07/01/2007		D	30,000	02/13/2002 02/13/2011	Common Stock (Par Value \$7.50) 30,000
2/8/00 Stock Options \$39.31	\$ 39.31	07/01/2007		D	30,000	02/08/2001 02/08/2010	Common Stock (Par Value \$7.50) 30,000
3/12/02 Stock Options \$41.85	\$ 41.85	07/01/2007		D	38,000	03/12/2003 03/12/2012	Common Stock (Par Value \$7.50) 38,000

								\$7.50)	
3/13/2007								Common	
Stock	\$ 38.11	07/01/2007	D	25,000	03/13/2008	03/13/2017	(Par	Stock	25,000
Options							Value		
\$38.11							\$7.50)		
3/14/06								Common	
Stock	\$ 34.99	07/01/2007	D	25,000	03/14/2007	03/14/2016	(Par	Stock	25,000
Options							Value		
\$34.99							\$7.50)		
3/4/04								Common	
Stock	\$ 33.09	07/01/2007	D	25,000	03/04/2005	03/04/2014	(Par	Stock	25,000
Options							Value		
\$33.09							\$7.50)		
3/9/2005								Common	
Stock	\$ 30.39	07/01/2007	D	25,000	03/09/2006	03/09/2015	(Par	Stock	25,000
Options							Value		
\$30.39							\$7.50)		
Restricted								Common	
Stock	\$ 38.11	07/01/2007	D	19,500	(4)	03/13/2010	(Par	Stock	19,500
Units							Value		
							\$7.50)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASTRO THOMAS J ONE WALL STREET NEW YORK, NY 10286			Comptroller	

Signatures

Thomas J
Mastro 07/03/2007

**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) Disposed of in exchange for shares of The Bank of New York Mellon Corporation ("BNY Mellon") pursuant to the merger of The Bank of New York Company, Inc. ("BNY") into BNY Mellon. The exchange ratio in the merger was .9434 shares of BNY Mellon for each

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share of BNY, with fractional shares paid in cash under the merger agreement at a price of \$41.5096 per share, except in the case of certain benefit plans, as to which fractional shares will be rolled over.

- (4) These restricted stock units vest on March 13, 2010.

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 June 29, 2007. Previously reported as owned directly in Profit Sharing Plan. These units were

(2) disposed of in exchange for stock units of The Bank of New York Mellon Corporation ("BNY Mellon") pursuant to the merger of The Bank of New York Company, Inc. ("BNY") into BNY Mellon. The price shown represents the closing price of Mellon Financial Corporation common stock on June 29, 2007 times .9434 for the shares represented by the units held.

- (5) Disposed of in exchange for restricted stock units of The Bank of New York Mellon Corporation ("BNY Mellon") pursuant to the merger of The Bank of New York Company, Inc. ("BNY") into BNY Mellon. The exchange ratio in the merger was .9434 shares of BNY Mellon for each share of BNY.

- (3) Disposed of in exchange for options of The Bank of New York Mellon Corporation ("BNY Mellon") pursuant to the merger of The Bank of New York Company, Inc. ("BNY") into BNY Mellon. The exchange ratio in the merger was .9434 shares of BNY Mellon for each share of BNY.

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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