

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

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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**  
 (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 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	
						<u>(2)</u>			

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**

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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	\$ 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 ONE WALL STREET 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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