

BANK OF NEW YORK CO INC

Form 4

October 31, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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
____X____ 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)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock (Par Value \$7.50)	03/25/2005		L V	13.63 A	\$ 29.0934	983,498.6	D
Common Stock (Par Value \$7.50)	05/05/2005		L V	55.55 A	\$ 28.6021	983,554.16	D
Common Stock	08/04/2005		L V	54.98 A	\$ 30.5554	983,609.14	D

Edgar Filing: BANK OF NEW YORK CO INC - Form 4

(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 ⁽¹⁾ <u>(2)</u>	I	Held by Spouse
--------------------	--	--	--	--	---------------------------------------	---	-------------------

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)

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.

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.