

BANK OF NEW YORK CO INC

Form 4

May 18, 2006

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 *
ROGAN BRIAN G

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)
05/17/2006

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (Par Value \$7.50)	01/01/2006		L	V	32.14	A	\$ 31.85
							418,963.66
							D
Common Stock (Par Value \$7.50)	02/02/2006		L	V	42.14	A	\$ 32.0932
							419,005.79
							D
Common Stock (Par Value \$7.50)	05/17/2006		M		5,796	A	\$ 17.25
							424,801.79
							D

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

Common Stock (Par Value \$7.50)	05/17/2006	M	94,204	A	\$ 17.25	519,005.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	6,500	D	\$ 32.8	512,505.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	4,600	D	\$ 32.82	507,905.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	200	D	\$ 32.83	507,705.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	100	D	\$ 32.84	507,605.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	41,600	D	\$ 32.85	466,005.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	14,000	D	\$ 32.86	452,005.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	6,300	D	\$ 32.87	445,705.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	7,300	D	\$ 32.88	438,405.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	700	D	\$ 32.89	437,705.79	D
Common Stock (Par Value \$7.50)	05/17/2006	S	14,200	D	\$ 32.9	423,505.79	D
	05/17/2006	S	100	D	\$ 32.95	423,405.79	D

Common
Stock (Par
Value
\$7.50)

Common
Stock (Par
Value
\$7.50) 05/17/2006 S 300 D \$ 32.99 423,105.79 D

Common
Stock (Par
Value
\$7.50) 05/17/2006 S 1,600 D \$ 33 421,505.79 D

Common
Stock (Par
Value
\$7.50) 05/17/2006 S 900 D \$ 33.03 420,605.79 D

Common
Stock (Par
Value
\$7.50) 05/17/2006 S 1,600 D \$ 33.04 419,005.79
(1) D

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
Options	\$ 17.25	05/17/2006		M		5,796		01/14/2001	01/14/2007	Common Stock (Par Value \$7.50)	5,796
Options	\$ 17.25	05/17/2006		M		94,204		01/14/1998	01/14/2007	Common Stock	94,204

(Par
Value
\$7.50)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROGAN BRIAN G ONE WALL STREET NEW YORK, NY 10286	SEVP of The Bank of New York

Signatures

Brian G. Rogan	05/18/2006
**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) As of April 30, 2006, reporting person indirectly holds 14,184.846 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.

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.