

RENYI THOMAS A  
Form 4  
May 01, 2006

**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 \*  
RENYI THOMAS A

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)

3. Date of Earliest Transaction  
(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

THE BANK OF NEW YORK, ONE  
WALL STREET

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

(Street)

NEW YORK, NY 10286

(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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock (Par Value \$7.50)	04/28/2006		M		2,000 A \$ 17.25	512,893.68	D
Common Stock (Par Value \$7.50)	04/28/2006		S		2,000 D \$ 35.25	510,893.68	D
Common Stock (Par Value)	04/28/2006		M		5,796 A \$ 17.25	516,689.68	D

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\$7.50)									
Common Stock (Par Value \$7.50)	04/28/2006	F	2,845	D	\$ 35.15	513,844.68	D		
Common Stock (Par Value \$7.50)	04/28/2006	S	1,700	D	\$ 35.18	24,352 <sup>(1)</sup>	I	By 2000 family trust	
Common Stock (Par Value \$7.50)	04/28/2006	S	1,666	D	\$ 35.19	22,686 <sup>(1)</sup>	I	By 2000 family trust	
Common Stock (Par Value \$7.50)	04/28/2006	S	5,000	D	\$ 35.22	17,686 <sup>(1)</sup>	I	By 2000 family trust	
Common Stock (Par Value \$7.50)	04/28/2006	S	3,334	D	\$ 35.23	14,352 <sup>(1)</sup>	I	By 2000 family trust	
Common Stock (Par Value \$7.50)	04/28/2006	S	2,433	D	\$ 35.25	11,919 <sup>(1)</sup>	I	By 2000 family trust	
Common Stock (Par Value \$7.50)	04/28/2006	S	1,952	D	\$ 35.26	9,967 <sup>(1)</sup>	I	By 2000 family trust	
Common Stock (Par Value \$7.50)	04/28/2006	S	1,634	D	\$ 35.27	8,333 <sup>(1)</sup>	I	By 2000 family trust	
Common Stock (Par Value \$7.50)	04/28/2006	S	1,667	D	\$ 35.19	24,386 <sup>(1)</sup>	I	By first 1996 family trust	
Common Stock (Par Value \$7.50)	04/28/2006	S	2,434	D	\$ 35.25	21,952 <sup>(1)</sup>	I	By first 1996 family trust	
Common Stock (Par Value \$7.50)	04/28/2006	S	5,000	D	\$ 35.22	16,952 <sup>(1)</sup>	I	By first 1996 family trust	

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Common Stock (Par Value \$7.50)	04/28/2006	S	1,952	D	\$ 35.26	15,000 <sup>(1)</sup>	I	By first 1996 family trust
Common Stock (Par Value \$7.50)	04/28/2006	S	1,700	D	\$ 35.18	13,300 <sup>(1)</sup>	I	By first 1996 family trust
Common Stock (Par Value \$7.50)	04/28/2006	S	1,633	D	\$ 35.27	11,667 <sup>(1)</sup>	I	By first 1996 family trust
Common Stock (Par Value \$7.50)	04/28/2006	S	3,333	D	\$ 35.23	8,334 <sup>(1)</sup>	I	By first 1996 family trust
Common Stock (Par Value \$7.50)						130,000 <sup>(2)</sup>	I	by GRAT 2-2005
Common Stock (Par Value \$7.50)						260,000 <sup>(3)</sup>	I	by GRAT 3-2005
Common Stock (Par Value \$7.50)	04/28/2006	S	1,667	D	\$ 35.19	24,385 <sup>(1)</sup>	I	By second 1996 family trust
Common Stock (Par Value \$7.50)	04/28/2006	S	3,333	D	\$ 35.23	21,052 <sup>(1)</sup>	I	By second 1996 family trust
Common Stock (Par Value \$7.50)	04/28/2006	S	1,953	D	\$ 35.26	19,099 <sup>(1)</sup>	I	By second 1996 family trust
Common Stock (Par Value \$7.50)	04/28/2006	S	5,000	D	\$ 35.22	14,099 <sup>(1)</sup>	I	By second 1996 family trust
Common Stock (Par Value \$7.50)	04/28/2006	S	1,700	D	\$ 35.18	12,399 <sup>(1)</sup>	I	By second 1996 family trust
	04/28/2006	S	1,633	D		10,766 <sup>(1)</sup>	I	

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Common Stock (Par Value \$7.50)					\$ 35.27				By second 1996 family trust
Common Stock (Par Value \$7.50)	04/28/2006		S	2,433	D	\$ 35.25	8,333 <sup>(1)</sup>	I	By second 1996 family trust
Common Stock (Par Value \$7.50)							3,350 <sup>(4)</sup>	I	by Spouse
Stock Units							413,859.84 <sup>(5)</sup>	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Options	\$ 17.25	04/28/2006		M	2,000	01/14/1998 01/14/2007	Common Stock (Par Value \$7.50)	2,000
Options	\$ 17.25	04/28/2006		M	5,796	01/14/2001 01/14/2007	Common Stock (Par Value \$7.50)	5,796

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RENYI THOMAS A THE BANK OF NEW YORK ONE WALL STREET NEW YORK, NY 10286	X		Chairman and CEO	

## Signatures

Thomas A. Renyi	05/01/2006
**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) The shares are held in trust for the benefit of reporting person's children. The reporting person is a trustee of the Trust.
- (2) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on August 23, 2005.
- (3) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on August 23, 2005.
- (4) Reporting person disclaims beneficial ownership of these securities.
- (5) 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 March 31, 2006. Previously reported as owned directly in Profit Sharing Plan.

### Remarks:

FORM #1 OF 3

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