

GODRIDGE LESLIE V  
 Form 4  
 April 27, 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 \*  
 GODRIDGE LESLIE V

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)  
 04/25/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 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)  
 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  | (D)  | Price   |   |
| Common Stock (Par Value \$7.50) | 01/01/2006                           |  | L                              | V   | 32.14   | A  | \$ 31.85 206,095.08                                   | D |
| Common Stock (Par Value \$7.50) | 02/02/2006                           |  | L                              | V   | 36.89   | A  | \$ 32.0932 206,131.97                                 | D |
| Common Stock (Par Value \$7.50) | 04/25/2006                           |  | M                              |   | 34,204  | A  | \$ 17.25 240,335.97                                   | D |

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|                                 |            |   |        |   |            |                           |                  |                |
|---------------------------------|------------|---|--------|---|------------|---------------------------|------------------|----------------|
| Common Stock (Par Value \$7.50) | 04/25/2006 | S | 34,204 | D | \$ 34.02   | 206,131.97                | D                |                |
| Common Stock (Par Value \$7.50) | 04/25/2006 | M | 3,640  | A | \$ 27.4688 | 209,771.97                | D                |                |
| Common Stock (Par Value \$7.50) | 04/25/2006 | F | 2,939  | D | \$ 34.03   | 206,832.97                | D                |                |
| Common Stock (Par Value \$7.50) | 04/25/2006 | S | 2,100  | D | \$ 34      | 204,732.97                | D                |                |
| Common Stock (Par Value \$7.50) | 04/25/2006 | S | 12,470 | D | \$ 34.01   | 192,262.97                | D                |                |
| Common Stock (Par Value \$7.50) |            |   |        |   |            | 1,735                     | I <sup>(1)</sup> | by daughter    |
| Common Stock (Par Value \$7.50) |            |   |        |   |            | 1,735                     | I <sup>(2)</sup> | by Son         |
| Stock Units                     |            |   |        |   |            | 201,351.65 <sup>(3)</sup> | I                | by 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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|         |            |            | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title                                       | Amount<br>or<br>Number<br>of Shares |
|---------|------------|------------|------|---|-----|-----|---------------------|--------------------|---|-------------------------------------|
| Options | \$ 17.25   | 04/25/2006 | M    |   |     |     | 01/14/1997          | 01/14/2007         | Common<br>Stock<br>(Par<br>Value<br>\$7.50) | 34,204                              |
| Options | \$ 27.4688 | 04/25/2006 | M    |   |     |     | 01/13/1998          | 01/13/2008         | Common<br>Stock<br>(Par<br>Value<br>\$7.50) | 3,640                               |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| GODRIDGE LESLIE V<br>ONE WALL STREET<br>NEW YORK, NY 10286 |               |           | SEVP of The Bank of New York |       |

## Signatures

Leslie V  
Godridge

04/27/2006

\*\*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) Owned as custodian for daughter under the Uniform Gifts to Minors Act.
- (2) Owned as custodian for son under the Uniform Gifts to Minors Act.
- (3) 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, formerly the Profit Sharing Plan, as of March 31, 2006.

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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