

BANK OF NEW YORK CO INC

Form 4

February 05, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MASTRO THOMAS J

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)
02/02/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Comptroller

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock (Par Value \$7.50)	02/02/2007		M		3,640	A	\$ 27.47	40,659.8	D
Common Stock (Par Value \$7.50)	02/02/2007		M		6,333	A	\$ 27.47	46,992.8	D
Common Stock (Par Value \$7.50)	02/02/2007		M		6,334	A	\$ 27.47	53,326.8	D

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Common Stock (Par Value \$7.50)	02/02/2007	M	3,693	A	\$ 27.47	57,019.8	D	
Common Stock (Par Value \$7.50)	02/02/2007	S	200	D	\$ 40.63	56,819.8	D	
Common Stock (Par Value \$7.50)	02/02/2007	S	2,500	D	\$ 40.64	54,319.8	D	
Common Stock (Par Value \$7.50)	02/02/2007	S	4,600	D	\$ 40.65	49,719.8	D	
Common Stock (Par Value \$7.50)	02/02/2007	S	2,700	D	\$ 40.66	47,019.8	D	
Common Stock (Par Value \$7.50)	02/02/2007	S	2,800	D	\$ 40.67	44,219.8	D	
Common Stock (Par Value \$7.50)	02/02/2007	S	1,500	D	\$ 40.68	42,719.8	D	
Common Stock (Par Value \$7.50)	02/02/2007	S	1,900	D	\$ 40.69	40,819.8	D	
Common Stock (Par Value \$7.50)	02/02/2007	S	3,800	D	\$ 40.7	37,019.8	D	
Common Stock (Par Value \$7.50)						10,068.59 ⁽¹⁾	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)

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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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
1/13/98 Stock Options \$27.47	\$ 27.47	02/02/2007		M	3,693	01/13/1999	01/13/2008	Common Stock (Par Value \$7.50)	3,693	\$
1/13/98 Stock Options \$27.47	\$ 27.47	02/02/2007		M	6,333	01/13/2000	01/13/2008	Common Stock (Par Value \$7.50)	6,333	\$
1/13/98 Stock Options \$27.47	\$ 27.47	02/02/2007		M	3,640	01/13/2002	01/13/2008	Common Stock (Par Value \$7.50)	3,640	\$
1/13/98 Stock Options \$27.47	\$ 27.47	02/02/2007		M	6,334	01/13/2001	01/13/2008	Common Stock (Par Value \$7.50)	6,334	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASTRO THOMAS J ONE WALL STREET NEW YORK, NY 10286			Comptroller	

Signatures

Thomas J
Mastro

02/05/2007

__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) 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, formerly the Profit Sharing Plan, as of January 31, 2007.

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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