

HASSELL GERALD L

Form 4

November 16, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HASSELL GERALD L

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)  
THE BANK OF NEW YORK, ONE  
WALL STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2005

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President

(Street)  
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)
Common Stock (Par Value \$7.50)	03/15/2005		G	V 900 D \$ 30.595	829,197.18	D	
Common Stock (Par Value \$7.50)	03/25/2005		L	V 28.6 A \$ 29.0934	829,225.79	D	
	05/05/2005		L	V 116.57 A	829,342.36	D	

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Common Stock (Par Value \$7.50)						\$ 28.6021			
Common Stock (Par Value \$7.50)	08/04/2005	L	V	115.38	A	\$ 30.5554	829,457.73	D	
Common Stock (Par Value \$7.50)	08/04/2005	G	V	8,000	D	\$ 30.64	821,457.73	D	
Common Stock (Par Value \$7.50)	10/25/2005	G	V	900	D	\$ 30.46	820,557.73	D	
Common Stock (Par Value \$7.50)	11/04/2005	L	V	114.1	A	\$ 31.1089	820,671.83	D	
Common Stock (Par Value \$7.50)	11/15/2005	M		18,522	A	\$ 11.2813	839,193.83	D	
Common Stock (Par Value \$7.50)	11/15/2005	M		9,262	A	\$ 11.2813	848,455.83	D	
Common Stock (Par Value \$7.50)	11/15/2005	<u>S<sup>(1)</sup></u>		9,000	D	\$ 32.25	839,455.83	D	
Common Stock (Par Value \$7.50)	11/15/2005	<u>S<sup>(1)</sup></u>		4,700	D	\$ 32.28	834,755.83	D	
	11/15/2005	<u>S<sup>(1)</sup></u>		2,200	D	\$ 32.38	832,555.83	D	

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Common  
Stock  
(Par  
Value  
\$7.50)

Common  
Stock  
(Par  
Value  
\$7.50)

11/15/2005

S<sup>(1)</sup>

384

D

\$ 32.39

832,171.83

D

Common  
Stock  
(Par  
Value  
\$7.50)

11/15/2005

S<sup>(1)</sup>

2,300

D

\$ 32.42

829,871.83

D

Common  
Stock  
(Par  
Value  
\$7.50)

11/15/2005

S<sup>(1)</sup>

2,300

D

\$ 32.46

827,571.83

D

Common  
Stock  
(Par  
Value  
\$7.50)

11/15/2005

S<sup>(1)</sup>

4,400

D

\$ 32.47

823,171.83

D

Common  
Stock  
(Par  
Value  
\$7.50)

11/15/2005

S<sup>(1)</sup>

2,500

D

\$ 32.5

820,671.83  
<sup>(2)</sup>

D

Common  
Stock  
(Par  
Value  
\$7.50)

51,618 <sup>(3)</sup>

I

by GRAT

Common  
Stock  
(Par  
Value  
\$7.50)

60,000 <sup>(4)</sup>

I

Held by  
Spouse-Agnes

Common  
Stock  
(Par  
Value  
\$7.50)

28,927

I <sup>(5)</sup>

Held by family  
trust

28,927

I <sup>(5)</sup>

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Common  
Stock  
(Par  
Value  
\$7.50)

Held by  
second family  
trust

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	\$ 11.2813	11/15/2005		M		18,522		01/09/1998	01/09/2006	Common Stock (Par Value \$7.50)	18,522
Options	\$ 11.2813	11/15/2005		M		9,262		01/09/1999	01/09/2006	Common Stock (Par Value \$7.50)	9,262

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSELL GERALD L THE BANK OF NEW YORK ONE WALL STREET NEW YORK, NY 10286	X		President	

## Signatures

Gerald L.  
Hassell

11/16/2005

  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 sale is being made pursuant to a Rule 10b5-1 sales plan adopted on August 8, 2005.
- (2) As of October 31, 2005, reporting person has 226,806.030 stock units in employer's stock fund in The Bank of New York Company, In c. Employee Savings and Investment Plan, formerly the Profit Sharing Plan.
- (3) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on May 27, 2004.
- (4) Reporting person disclaims beneficial ownership of these securities.
- (5) Contribution of shares to a family trust. Reporting person has the right to reacquire the shares by substituting other property of equal value.

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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