

BANK OF NEW YORK CO INC

Form 4

December 11, 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

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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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2006

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

**THE BANK OF NEW YORK, ONE
WALL STREET**

(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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock (Par Value \$7.50)	11/03/2006		L	V	118.08	A	\$ 34.0382	674,126.87	D
Common Stock (Par Value \$7.50)	11/03/2006		L	V	0.12	A	\$ 34.0382	674,126.99	D
	12/07/2006		M		28.535	A	\$ 17.25	702,661.99	D

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Common
Stock
(Par
Value
\$7.50)

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Stock
(Par
Value
\$7.50)

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\$7.50)

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\$7.50)

Common
Stock
(Par
Value
\$7.50)

12/07/2006

S 4,500 D \$ 39.2 698,161.99 D

12/07/2006

S 2,700 D \$ 39.21 695,461.99 D

12/07/2006

S 5,000 D \$ 39.22 690,461.99 D

12/07/2006

S 2,300 D \$ 39.23 688,161.99 D

12/07/2006

S 2,000 D \$ 39.24 686,161.99 D

12/07/2006

S 12,035 D \$ 39.25 674,126.99⁽¹⁾ D

29,672 ⁽²⁾ I by GRAT

60,000 ⁽³⁾ I Held by
Spouse-Agnes

28,927 I ⁽⁴⁾

Common
Stock
(Par
Value
\$7.50)

Held by family
trust

Common
Stock
(Par
Value
\$7.50)

28,927 I ⁽⁴⁾

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	\$ 17.25	12/07/2006		M		28,535		01/14/1998	01/14/2007	Common Stock (Par Value \$7.50)	28,535

Reporting Owners

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

Signatures

Gerald L.
Hassell

12/11/2006

__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 November 30, 2006, reporting person held indirectly 234,577.149 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.
- (2) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on May 27, 2004.
- (3) Reporting person disclaims beneficial ownership of these securities.
- (4) 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. 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.