

BANK OF NEW YORK CO INC

Form 4

March 10, 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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VELLI JOSEPH M

(Last) (First) (Middle)

ONE WALL STREET

(Street)

NEW YORK, NY 10286

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BANK OF NEW YORK CO INC  
[BK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/09/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SEVP of The Bank of New York

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock (Par<br>Value<br>\$7.50) | 03/09/2005                              |                                                             | J                                    | 2,250<br>(1)                                                               | D \$ 0 983,484.97                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock (Par<br>Value<br>\$7.50) |                                         |                                                             |                                      |                                                                            | 1,135.49 (2)<br>(3)                                                                                                | I                                                                    | Held by<br>Spouse                                                 |

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**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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                                    | \$ 30.39                                               | 03/09/2005                           |                                                    | A                              |                                                                                         | 50,000                                                   |     | 03/09/2006                                                    | 03/09/2015      | Common Stock (Par Value \$7.50) | 50,000                     |
| Options                                    | \$ 30.39                                               | 03/09/2005                           |                                                    | A                              |                                                                                         | 50,000                                                   |     | 03/09/2007                                                    | 03/09/2015      | Common Stock (Par Value \$7.50) | 50,000                     |
| Options                                    | \$ 30.39                                               | 03/09/2005                           |                                                    | A                              |                                                                                         | 50,000                                                   |     | 03/09/2008                                                    | 03/09/2015      | Common Stock (Par Value \$7.50) | 50,000                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

VELLI JOSEPH M  
ONE WALL STREET  
NEW YORK, NY 10286

Director    10% Owner    Officer    Other

SEVP of The Bank of New York

## Signatures

Joseph M. Velli

03/10/2005

\_\_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) Cancellation of 2,250 shares without value received.
- (2) Reporting person disclaims beneficial ownership of these securities.
- (3) Includes 7.6242 shares purchased through Dividend Reinvestment Plan.

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.