

GODRIDGE LESLIE V

Form 4

March 03, 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

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(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)
03/02/2005

____ Director ____ 10% Owner
____X____ 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)
____X____ 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)	01/01/2005		L	V 40.27 A \$ 33.42	189,793.7	D	
Common Stock (Par Value \$7.50)	02/03/2005		L	V 36.81 A \$ 29.5874	189,830.51	D	
Common Stock (Par Value \$7.50)	02/17/2005		G	V 1,221 D \$ 30.11	188,609.51	D	

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Common Stock (Par Value \$7.50)	03/02/2005	S	200	D	\$ 30.22	188,409.51	D	
Common Stock (Par Value \$7.50)	03/02/2005	S	5,400	D	\$ 30.23	183,009.51	D	
Common Stock (Par Value \$7.50)	03/02/2005	S	3,800	D	\$ 30.24	179,209.51	D	
Common Stock (Par Value \$7.50)	03/02/2005	S	1,000	D	\$ 30.25	178,209.51	D	
Common Stock (Par Value \$7.50)	03/02/2005	S	1,000	D	\$ 30.26	177,209.51	D	
Common Stock (Par Value \$7.50)	03/02/2005	S	2,500	D	\$ 30.27	174,709.51	D	
Common Stock (Par Value \$7.50)	03/02/2005	S	3,553	D	\$ 30.3	171,156.51	D	
Common Stock (Par Value \$7.50)	03/02/2005	M	7,780	A	\$ 11.2813	178,936.51	D	
Common Stock (Par Value \$7.50)	03/02/2005	S	1,380	D	\$ 30.18	177,556.51	D	
Common Stock (Par Value \$7.50)	03/02/2005	S	800	D	\$ 30.19	176,756.51	D	
Common Stock (Par Value \$7.50)						1,735	I ⁽¹⁾	by daughter
						1,735	I ⁽²⁾	by Son

Common
Stock (Par
Value
\$7.50)

Stock 193,845.81
Units (3) D

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.

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(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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Options	\$ 11.2813	03/02/2005		M	7,780	01/09/1997 01/09/2006	Common Stock (Par Value \$7.50)	7,780

Reporting Owners

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

Signatures

Leslie V
Godridge 03/03/2005

 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) 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 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 February 28, 2005.

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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