

Edgar Filing: BANK OF NEW YORK CO INC - Form 424B3

BANK OF NEW YORK CO INC

Form 424B3

May 16, 2006

Filed under Rule 424 (b) (3), Registration Statement No. 333-103003,
333-103003-01, 333-103003-02, and 333-103003-03
Pricing Supplement No. 138 - dated May 12, 2006
(To prospectus dated August 10, 2004 and
prospectus supplement dated August 10, 2004)

The Bank of New York Company, Inc. [LOGO]

The Bank of New York Company, Inc.

\$529,297,000

The Bank of New York Company, Inc. CoreNotes(Registered Service Mark)

| CUSIP Number | Aggregate Principal Amount | Price to Public(1) | Purchasing Agent's Discount(1) | Proceeds Before Expenses(1) |
|-----------------|----------------------------------|-----------------------|--------------------------------------|-----------------------------------|
| 0640P1GY3 | \$3,536,000 | 100% | 2.00% | 98.00% |

| Interest Rate Per Annum | Interest Payment Frequency | Stated Maturity Date | Survivor's Option |
|-------------------------------|----------------------------------|----------------------------|----------------------|
| 6.20% | Semiannual | 05/17/2021 | YES |

Senior Subordinated Medium-Term Notes Series F

Interest Payment Dates: The 15th day of May and November of each year commencing 11/15/2006.

Redemption Information: Redeemable at the option of The Bank of New York Company, Inc. on 05/15/2009 and each Interest Payment Date thereafter, at a price equal to 100% on 30 calendar days notice.

| CUSIP Number | Aggregate Principal Amount | Price to Public(1) | Purchasing Agent's Discount(1) | Proceeds Before Expenses(1) |
|-----------------|----------------------------------|-----------------------|--------------------------------------|-----------------------------------|
| 0640P1GZ0 | \$3,134,000 | 100% | 2.50% | 97.50% |

| Interest Rate Per Annum | Interest Payment Frequency | Stated Maturity Date | Survivor's Option |
|-------------------------------|----------------------------------|----------------------------|----------------------|
| 6.25% | Semiannual | 05/15/2031 | YES |

Senior Subordinated Medium-Term Notes Series F

Interest Payment Dates: The 15th day of May and November of each year

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commencing 11/15/2006.
Redemption Information: Redeemable at the option of The Bank of New York Company, Inc. on 05/15/2011 and each Interest Payment Date thereafter, at a price equal to 100% on 30 calendar days notice.

The Bank of New York Company, Inc.
One Wall Street
New York, New York 10286

Trade Date: 05/12/2006
Issue Date: 05/17/2006
Minimum Denominations/Increments: \$1,000/\$1,000
Original Issue Discount: No
All trades settle without accrued interest and clear SDFS: DTC Book-Entry only
Merrill Lynch DTC Participant Number: 161

The defeasance and covenant defeasance provisions of the Senior Indenture and the Senior Subordinated Indenture described under "Description of Senior Debt Securities and Senior Subordinated Debt Securities - Defeasance and Covenant Defeasance" in the Prospectus will apply to the Senior and Senior Subordinated Notes respectively.

(1) Expressed as a percentage of the aggregate principal amount

"CoreNotes(Registered Service Mark)" is a registered service mark of Merrill Lynch & Co., Inc.

Merrill Lynch & Co.
Purchasing Agent
Acting as Principal

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