HASSELL GERALD L
Form 4
December 16, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

THE BANK OF NEW YORK, 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)
12/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

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 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)	12/15/2005		M		27,784	A	$ 11.2813	779,873.83	D	
Common Stock (Par Value $7.50)	12/15/2005		S (1)		300	D	$ 32.21	779,573.83	D	
	12/15/2005		S (1)		700	D	$ 32.23	778,873.83	D	

Common Stock (Par Value $7.50)							
Common Stock (Par Value $7.50)	12/15/2005	S(1)	2,900	D	$ 32.24	775,973.83	D
Common Stock (Par Value $7.50)	12/15/2005	S(1)	6,000	D	$ 32.25	769,973.83	D
Common Stock (Par Value $7.50)	12/15/2005	S(1)	1,500	D	$ 32.26	768,473.83	D
Common Stock (Par Value $7.50)	12/15/2005	S(1)	100	D	$ 32.27	768,373.83	D
Common Stock (Par Value $7.50)	12/15/2005	S(1)	1,400	D	$ 32.28	766,973.83	D
Common Stock (Par Value $7.50)	12/15/2005	S(1)	2,384	D	$ 32.3	764,589.83	D
Common Stock (Par Value $7.50)	12/15/2005	S(1)	1,900	D	$ 32.31	762,689.83	D
Common Stock (Par Value $7.50)	12/15/2005	S(1)	2,200	D	$ 32.32	760,489.83	D
	12/15/2005	S(1)	700	D	$ 32.33	759,789.83	D

Common Stock (Par Value $7.50)									
Common Stock (Par Value $7.50)	12/15/2005		S[(1)]	500	D	$ 32.34	759,289.83	D	
Common Stock (Par Value $7.50)	12/15/2005		S[(1)]	3,500	D	$ 32.36	755,789.83	D	
Common Stock (Par Value $7.50)	12/15/2005		S[(1)]	2,000	D	$ 32.37	753,789.83	D	
Common Stock (Par Value $7.50)	12/15/2005		S[(1)]	400	D	$ 32.38	753,389.83	D	
Common Stock (Par Value $7.50)	12/15/2005		S[(1)]	1,300	D	$ 32.39	752,089.83 [(2)]	D	
Common Stock (Par Value $7.50)							51,618 [(3)]	I	by GRAT
Common Stock (Par Value $7.50)							60,000 [(4)]	I	Held by Spouse-Agnes
Common Stock (Par Value $7.50)							28,927	I [(5)]	Held by family trust
							28,927	I [(5)]	

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.

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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	12/15/2005		M			27,784	01/09/1999	01/09/2006	Common Stock (Par Value $7.50)	27,784

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	12/15/2005
**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 November 30, 2005, reporting person has 228,404.623 stock units in employer's stock fund in The Bank of New York Company, I nc. 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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