

BANK OF NEW YORK CO INC
 Form 4
 February 05, 2007

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 *
MASTRO THOMAS J

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)
02/02/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Comptroller

NEW YORK, NY 10286

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock (Par Value \$7.50) | 02/02/2007 | | M | 3,640 | A \$ 27.47 | 40,659.8 | D |
| Common Stock (Par Value \$7.50) | 02/02/2007 | | M | 6,333 | A \$ 27.47 | 46,992.8 | D |
| Common Stock (Par Value \$7.50) | 02/02/2007 | | M | 6,334 | A \$ 27.47 | 53,326.8 | D |

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| | | | | | | | | |
|---------------------------------|------------|---|-------|---|----------|--------------------------|---|----------------|
| Common Stock (Par Value \$7.50) | 02/02/2007 | M | 3,693 | A | \$ 27.47 | 57,019.8 | D | |
| Common Stock (Par Value \$7.50) | 02/02/2007 | S | 200 | D | \$ 40.63 | 56,819.8 | D | |
| Common Stock (Par Value \$7.50) | 02/02/2007 | S | 2,500 | D | \$ 40.64 | 54,319.8 | D | |
| Common Stock (Par Value \$7.50) | 02/02/2007 | S | 4,600 | D | \$ 40.65 | 49,719.8 | D | |
| Common Stock (Par Value \$7.50) | 02/02/2007 | S | 2,700 | D | \$ 40.66 | 47,019.8 | D | |
| Common Stock (Par Value \$7.50) | 02/02/2007 | S | 2,800 | D | \$ 40.67 | 44,219.8 | D | |
| Common Stock (Par Value \$7.50) | 02/02/2007 | S | 1,500 | D | \$ 40.68 | 42,719.8 | D | |
| Common Stock (Par Value \$7.50) | 02/02/2007 | S | 1,900 | D | \$ 40.69 | 40,819.8 | D | |
| Common Stock (Par Value \$7.50) | 02/02/2007 | S | 3,800 | D | \$ 40.7 | 37,019.8 | D | |
| Common Stock (Par Value \$7.50) | | | | | | 10,068.59 ⁽¹⁾ | I | by 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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) | 8. | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 1/13/98 Stock Options \$27.47 | \$ 27.47 | 02/02/2007 | | M | 3,693 | 01/13/1999 01/13/2008 | Common Stock (Par Value \$7.50) | 3,693 | |
| 1/13/98 Stock Options \$27.47 | \$ 27.47 | 02/02/2007 | | M | 6,333 | 01/13/2000 01/13/2008 | Common Stock (Par Value \$7.50) | 6,333 | |
| 1/13/98 Stock Options \$27.47 | \$ 27.47 | 02/02/2007 | | M | 3,640 | 01/13/2002 01/13/2008 | Common Stock (Par Value \$7.50) | 3,640 | |
| 1/13/98 Stock Options \$27.47 | \$ 27.47 | 02/02/2007 | | M | 6,334 | 01/13/2001 01/13/2008 | Common Stock (Par Value \$7.50) | 6,334 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| MASTRO THOMAS J ONE WALL STREET NEW YORK, NY 10286 | | | Comptroller | |

Signatures

Thomas J
Mastro

02/05/2007

__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) Represents number of stock units held indirectly 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 January 31, 2007.

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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