

BANK OF NEW YORK CO INC  
 Form 4  
 February 15, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/14/2006**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Comptroller

**THE BANK OF NEW YORK, ONE WALL STREET**  
 (Street)

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

**NEW YORK, NY 10286**

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock (Par Value \$7.50)	02/14/2006		M		5,796	A	\$ 17.25
Common Stock (Par Value \$7.50)	02/14/2006		M		4,204	A	\$ 17.25
Common Stock (Par Value)	02/14/2006		M		16,666	A	\$ 23.13

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\$7.50)

Common Stock (Par Value \$7.50)	02/14/2006	M	8,334	A	\$ 23.13	84,019.27	D
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Common Stock (Par Value \$7.50)	02/14/2006	S	19,000	D	\$ 33.7	65,019.27	D
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Common Stock (Par Value \$7.50)	02/14/2006	S	16,000	D	\$ 33.74	49,019.27 <sup>(1)</sup>	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options	\$ 17.25	02/14/2006		M	4,204	01/14/1999	01/14/2007	Common Stock (Par Value \$7.50)	4,204
Options	\$ 17.25	02/14/2006		M	5,796	01/14/1998	01/14/2007	Common Stock (Par Value \$7.50)	5,796
Options	\$ 23.13	02/14/2006		M	16,666	02/11/2004	02/11/2013	Common Stock (Par Value	16,666

