

BANK OF NEW YORK CO INC

Form 4/A

April 25, 2006

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 *
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)
03/23/2006

____ 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)
03/23/2006

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)				(A) or (D)	206,062.94	D	
Common Stock (Par Value \$7.50)				(A) or (D)	1,735	I ⁽¹⁾	by daughter
Common Stock (Par Value \$7.50)				(A) or (D)	1,735	I ⁽²⁾	by Son

Stock Units

201,287.37 ⁽³⁾ Iby 401(k)
Plan

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)	8. I			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 34.95 (4)	03/23/2006		A		40,000 (5)		(6)	(6)	Common Stock (Par Value \$7.50)	40,000 \$

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 04/24/2006

 **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.

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- (2) Owned as custodian for son under the Uniform Gifts to Minors Act.
- (3) 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, a 401(k) Plan, formerly the Profit Sharing Plan, as of February 28, 2006.
- (4) Each Restricted Stock Unit is the economic equivalent of one share of BK Common Stock. The Restricted Stock Units are settled in shares of Common Stock.
- (5) The reporting person is amending the Form 4 dated March 23, 2006, which reported the grant of 40,000 shares of restricted stock in stead of the grant of 40,000 restricted stock units.
- (6) The Restricted Stock Units vest on March 23, 2010.

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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