

BANK OF NEW YORK CO INC
 Form 4/A
 February 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 *
 RENYI THOMAS A

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)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

THE BANK OF NEW YORK, ONE WALL STREET

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/14/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | | M | | 68,000 A \$ 11.2813 | 1,237,308.27 | D |
| Common Stock (Par Value \$7.50) | 02/14/2005 | | S ⁽¹⁾ | | 1,700 D \$ 30.54 | 1,235,608.27 | D |
| Common Stock (Par Value) | 02/14/2005 | | S ⁽¹⁾ | | 11,700 D \$ 30.55 | 1,223,908.27 | D |

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| | | | | | | | | |
|--|------------|------------------------|-------|---|----------|---------------------------------------|-----------------------|---|
| \$7.50) | | | | | | | | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 8,400 | D | \$ 30.56 | 1,215,508.27 | D | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 5,800 | D | \$ 30.57 | 1,209,708.27 | D | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 5,400 | D | \$ 30.58 | 1,204,308.27 | D | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 7,100 | D | \$ 30.59 | 1,197,208.27 | D | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 8,100 | D | \$ 30.6 | 1,189,108.27 | D | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 5,400 | D | \$ 30.61 | 1,183,708.27 | D | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 4,600 | D | \$ 30.62 | 1,179,108.27 | D | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 6,000 | D | \$ 30.63 | 1,173,108.27 | D | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 1,800 | D | \$ 30.64 | 1,171,308.27 | D | |
| Common Stock (Par Value \$7.50) | 02/14/2005 | <u>S⁽¹⁾</u> | 2,000 | D | \$ 30.65 | <u>1,169,308.27</u> ⁽²⁾ | D | |
| Stock Units | | | | | | 391,045.1 | <u>⁽³⁾</u> | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Options | \$ 11.2813 | 02/14/2005 | | M | 68,000 | 01/09/1997 | 01/09/2006 | Common Stock (Par Value \$7.50) | 68,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RENYI THOMAS A THE BANK OF NEW YORK ONE WALL STREET NEW YORK, NY 10286 | X | | Chairman and CEO | |

Signatures

Thomas A.
Renyi
Date: 02/16/2005
**Signature of Reporting Person

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 March 12, 2004.
- (2) The amount of securities beneficially owned reported above following reported transaction(s) does not include 204,767 shares owned by reporting person through a grantor retained annuity trust.
- (3) Represents number of stock units held 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, 2005.

Remarks:

Amended to reflect footnote inadvertently omitted from original filing regarding shares owned by reporting person through a g

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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