

BANK OF NEW YORK CO INC  
Form 4  
December 13, 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

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 \*  
VAN SAUN BRUCE W

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)  
12/11/2006

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

NEW YORK, NY 10286

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

(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	(D)	Price
Common Stock (Par Value \$7.50)	01/01/2006		L	V	32.14	A	\$ 31.85
					291,624.23	D	
Common Stock (Par Value \$7.50)	02/02/2006		L	V	5.37	A	\$ 32.0932
					291,629.6	D	
Common Stock (Par Value \$7.50)	05/05/2006		L	V	4.92	A	\$ 35.3093
					291,634.52	D	

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Common Stock (Par Value \$7.50)	08/04/2006	L	V	5.36	A	\$ 34.1528	291,639.88	D
Common Stock (Par Value \$7.50)	11/03/2006	L	V	5.69	A	\$ 32.3363	291,645.57	D
Common Stock (Par Value \$7.50)	12/11/2006	M		50,000	A	\$ 23.13	341,645.57	D
Common Stock (Par Value \$7.50)	12/11/2006	S		7,200	D	\$ 39.08	334,445.57	D
Common Stock (Par Value \$7.50)	12/11/2006	S		1,500	D	\$ 39.09	332,945.57	D
Common Stock (Par Value \$7.50)	12/11/2006	S		900	D	\$ 39.1	332,045.57	D
Common Stock (Par Value \$7.50)	12/11/2006	S		26,900	D	\$ 39.11	305,145.57	D
Common Stock (Par Value \$7.50)	12/11/2006	S		2,100	D	\$ 39.12	303,045.57	D
Common Stock (Par Value \$7.50)	12/11/2006	S		1,800	D	\$ 39.13	301,245.57	D
Common Stock (Par Value \$7.50)	12/11/2006	S		2,800	D	\$ 39.14	298,445.57	D
Common Stock (Par Value \$7.50)	12/11/2006	S		6,800	D	\$ 39.15	291,645.57	D
							0	D

Stock  
Units

Stock  
Units

11,069.31 <sup>(1)</sup> I

by 401(k)  
Plan

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.**

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
								Common Stock (Par Value \$7.50)	
Options	\$ 23.13	12/11/2006		M	50,000	02/11/2004 02/11/2013			50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN SAUN BRUCE W ONE WALL STREET NEW YORK, NY 10286			Vice Chairman	

## Signatures

Bruce W. Van  
Saun 12/13/2006

\*\*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) 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 November 30, 2006.

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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