

GODRIDGE LESLIE V

Form 5

February 03, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
GODRIDGE LESLIE V

(Last) (First) (Middle)

ONE WALL STREET

(Street)

NEW YORK, NY 10286

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
BANK OF NEW YORK CO INC
[BK]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20034. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SEVP of The Bank of New York

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (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) | 05/06/2004 | Â | L | 35.29 A \$ 30.0356 | 199,190.58 | D | Â |
| Common Stock (Par Value \$7.50) | 08/05/2004 | Â | L | 37.57 A \$ 28.4064 | 199,228.14 | D | Â |
| Common Stock (Par | 09/10/2004 | Â | G | 640 D \$ 29.925 | 198,588.14 | D | Â |

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| | | | | | | | | | |
|--|------------|---|---|-------|---|------------|-------------------------|--------------|----------------|
| Value \$7.50) | | | | | | | | | |
| Common Stock (Par Value \$7.50) | 11/04/2004 | Â | L | 32.29 | A | \$ 33.2829 | 198,620.43 | D | Â |
| Common Stock (Par Value \$7.50) | 11/04/2004 | Â | G | 330 | D | \$ 33.195 | 198,290.43 | D | Â |
| Common Stock (Par Value \$7.50) | 12/09/2004 | Â | G | 220 | D | \$ 32.925 | 198,070.43 | D | Â |
| Common Stock (Par Value \$7.50) | 12/10/2004 | Â | G | 170 | D | \$ 33.175 | 197,900.43 | D | Â |
| Common Stock (Par Value \$7.50) | Â | Â | Â | Â | Â | Â | 1,735 | I <u>(1)</u> | by daughter |
| Common Stock (Par Value \$7.50) | Â | Â | Â | Â | Â | Â | 1,735 | I <u>(2)</u> | by Son |
| Stock Units | Â | Â | Â | Â | Â | Â | 190,712.5 <u>(3)</u> | D | Â |

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) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I F (I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title Amount or | |

Number
of
Shares

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

02/02/2005

**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.
- (2) Owned as custodian for son under the Uniform Gifts to Minors Act.
- (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 December 31, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.