

GIBBONS THOMAS P
 Form 5
 January 29, 2007

FORM 5

**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).
 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

1. Name and Address of Reporting Person *
GIBBONS THOMAS P

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 SEVP and CFO

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

ONE WALL STREET
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NEW YORK, NY 10286

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 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)	05/05/2006	Â	L	14.0187 A \$ 33.5438	77,772.1487	D	Â
Common Stock (Par Value \$7.50)	05/05/2006	Â	L	27.1931 A \$ 35.3093	141,947.5118	D	Â

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Common Stock (Par Value \$7.50)	06/01/2006	Â	L	12.6126	A	\$ 31.7144	141,960.1244	D	Â
Common Stock (Par Value \$7.50)	07/03/2006	Â	L	12.8608	A	\$ 31.1023	141,972.9852	D	Â
Common Stock (Par Value \$7.50)	08/04/2006	Â	L	14.8645	A	\$ 32.4451	141,987.8497	D	Â
Common Stock (Par Value \$7.50)	08/04/2006	Â	L	29.6283	A	\$ 34.1528	142,017.478	D	Â
Common Stock (Par Value \$7.50)	09/01/2006	Â	L	18.5876	A	\$ 32.2795	142,036.0656	D	Â
Common Stock (Par Value \$7.50)	10/02/2006	Â	L	12.0301	A	\$ 33.2498	142,048.0957	D	Â
Common Stock (Par Value \$7.50)	11/03/2006	Â	L	15.2238	A	\$ 32.3362	142,063.3195	D	Â
Common Stock (Par Value \$7.50)	11/03/2006	Â	L	29.9198	A	\$ 34.0382	142,093.2393	D	Â
Common Stock (Par Value \$7.50)	12/01/2006	Â	L	11.8985	A	\$ 33.6175	142,105.1378	D	Â

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

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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. Amount or Number of Shares
					(A) (D)	Date Exercisable (A) Expiration Date (D)	Title		Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBBONS THOMAS P ONE WALL STREET NEW YORK, NY 10286	Â	Â	Â SEVP and CFO	Â

Signatures

Thomas P. Gibbons 01/23/2007

__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).

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.