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GRIFFITH Form 5	ALAN R										
February 0										220141	
FOR	-								OMB AP	PROVAL	
		STATES S					IGE CON		Number:	3235-0362	
	his box if er subject		Wa	ashington, 1	D.C. 2054	49			Expires:	January 31, 2005	
to Section Form 4 of 5 obligation may contraction	to Section 16. Form 4 or Form 5 obligations may continue.			. STATEMENT OF CHANGES IN BENEFI OWNERSHIP OF SECURITIES					ICIAL Estimated aver burden hours p response		
1(b). Form 3 Reporter Form 4 Transact	Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(b) of the Investment Company Act of 1940										
	Address of Reporting I ALAN R	- - - 	-				Issu	5. Relationship of Reporting Person(s) to assuer (Check all applicable)			
(Last)	(First) (((Month/Day/Year)				X	_X Director 10% Owner _X Officer (give title Other (specify elow) below) Vice Chairman			
ONE WAI	LL STREET							Vice	e Chairman		
	(Street)		4. If Amendment, Date Original6. InFiled(Month/Day/Year)				6. I	Individual or Joint/Group Reporting (check applicable line)			
NEW YOI	RK, NY 10286	5						_ Form Filed by Or _ Form Filed by Mc son			
(City)	(State)	(Zip)	Ta	ble I - Non-De	erivative S	ecurit	ies Acquire	ed, Disposed of, o	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	3. Transaction Code (Instr. 8)				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)	
0					Amount	(D)	Price	4)			
Common Stock (Par Value \$7.50)	11/04/2004	Â		L	327.93	A	\$ 33.2829	961,615.29	D	Â	
Common Stock (Par Value	Â	Â		Â	Â	Â	Â	99,320 <u>(1)</u>	Ι	Held by Spouse-Elizabeth	

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\$7.50)								
Grantor Retained Annuity Trust	Â	Â	Â	Â	ÂÂ	38,825 <u>(2)</u>	D	Â
Stock Units	Â	Â	Â	Â	ÂÂ	582,138.8 (3)	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 SEC 2270 contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Of B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1.0.		10% Owner	Officer	Other				
GRIFFITH ALAN R ONE WALL STREET NEW YORK, NY 10286	ÂX	Â	Vice Chairman	Â				
Signatures								
Alan R. Griffith 02	/03/2005							
*** ~ .	_							

**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).

Reporting person disclaims beneficial ownership of these securities. (1)

(2)

(9-02)

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These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on June 30, 2004.

(3) Represents number of stock units held in employer's stock fund in The Bank of New York Company, Inc. Employee Savings and Investm ent 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.