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BANK OF NEW YORK CO INC

Form 424B3

December 06, 2001

Pricing Supplement Dated November 28, 2001 (To Prospectus dated June 18, 2001 and Prospectus Supplement dated July 20, 2001) Rule 424(b) (3)
File Nos. 333-62516, 333-62516-01, 333-62516-02, 333-62516-03, 333-62516-04

THE BANK OF NEW YORK COMPANY, INC.

Senior Subordinated Medium-Term Notes Series E
(U.S. \$ Fixed Rate)

Trade Date: November 28, 2001 Original Issue Date: December 11, 2001
Principal Amount: \$50,000,000 Net Proceeds to Issuer: \$49,000,000
Issue Price: 98.00% Agent's Capacity:
Selling Agent's x Principal Basis Agency Basis
Commission/Discount: 2.00%
Interest Rate: 6.50% per annum Interest Payment Dates:
Maturity Date: December 11, 2016 Monthly on the 11th day of each month
commencing January 11, 2002

Form: x Book Entry
 Certificated

Redemption:

x The Notes cannot be redeemed prior to maturity
 The Notes may be redeemed prior to maturity commencing
 December 11, 2004 and on any June 11 or December 11
 thereafter on 30 calendar days notice.

Initial Redemption Date: December 11, 2004

Initial Redemption Percentage: 100%

Annual Redemption Percentage Reduction: N/A

Repayment:

x The Notes cannot be repaid prior to maturity
 The Notes can be repaid prior to maturity at the
 option of the holder of the Notes

Optional Repayment Date: N/A

Optional Repayment Price: N/A

Discount Note: Yes x No

The defeasance and covenant defeasance provisions of the Senior Subordinated Indenture described under "Description of Senior Debt Securities and Senior Subordinated Debt Securities -- Defeasance and Covenant Defeasance" in the Prospectus will apply to the Notes. The Notes described herein are being Purchased by Salomon Smith Barney (the "Agent"), as principal, on the terms and conditions described in the Prospectus Supplement under the caption "Plan of Distribution of Medium-Term Notes." The Notes will be sold to the public at varying prices relating to prevailing market prices at the time of resale as determined by the Agent. The net proceeds to the Company will be \$49,000,000.

Salomon Smith Barney