

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



03025536

FORM 11-K

ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

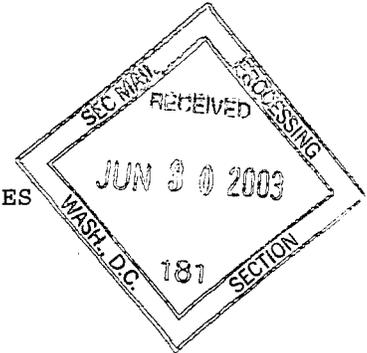
Commission file number 1-6152

A. Full title of the plan and the address of the plan, if different from that
of the issuer named below:

EMPLOYEES' INCENTIVE SAVINGS PLAN OF
THE BANK OF NEW YORK COMPANY, INC.

B. Name of issuer of the securities held pursuant to the plan and
the address of its principal executive office:

THE BANK OF NEW YORK COMPANY, INC.
One Wall Street
New York, New York 10286



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FINANCIAL

Required Information

The audited financial statements and supplemental schedules contained in the Employees' Incentive Savings Plan of The Bank of New York Company, Inc. ("the Plan") annual report to employees covering the latest fiscal year of the Plan are incorporated by reference from such document and are filed as Exhibit 99 hereto.

EXHIBIT INDEX

Exhibit No.

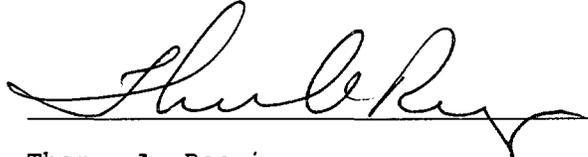
23.1	Consent of Ernst & Young LLP
32	Certification pursuant to 18 U.S.C. Section 1350
32.1	Certification pursuant to 18 U.S.C. Section 1350
99	Independent auditors report, financial statements, notes to financial statements, and supplemental schedule

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**EMPLOYEES' INCENTIVE SAVINGS PLAN OF
THE BANK OF NEW YORK COMPANY, INC.**

BY:



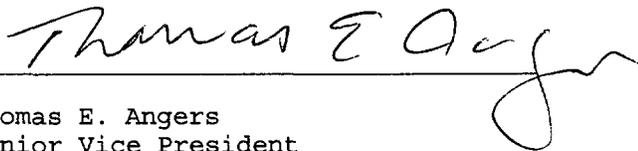
Thomas A. Renyi
Chairman and Chief Executive Officer



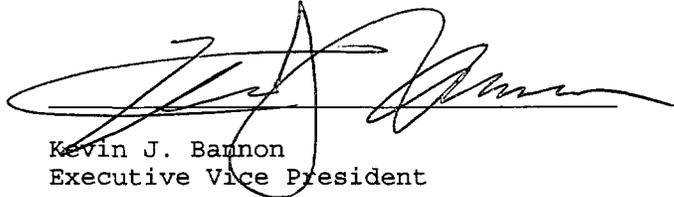
Gerald L. Hassell
President and Director



Alan R. Griffith
Vice Chairman and Director



Thomas E. Angers
Senior Vice President



Kevin J. Bannon
Executive Vice President

Dated:
June 13, 2003

Exhibit 23.1

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-49963) of the Employees' Incentive Savings Plan of The Bank of New York Company, Inc. (the "Plan") of our report dated June 13 2003, with respect to the financial statements and schedule of the Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2002.

Ernst & Young LLP

New York, New York
June 25, 2003

Certification

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of the Employees' Incentive Savings Plan of The Bank of New York Company, Inc. (the "Plan") hereby certifies that the Plan's Annual Report on Form 11-K for the year ended December 31, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

Dated: June 27, 2003

/s/ Thomas A. Renyi

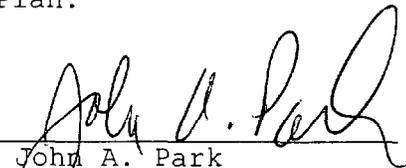
Name: Thomas A. Renyi
Title: Chairman of the Benefits
Committee of the Employees'
Incentive Savings Plan of The
Bank of New York Company, Inc.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

Certification

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of The Bank of New York, the administrator of the Employees' Incentive Savings Plan of The Bank of New York Company, Inc. (the "Plan") hereby certifies that the Plan's Annual Report on Form 11-K for the year ended December 31, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

Dated: June 27, 2003


Name: John A. Park
Title: Senior Vice President,
The Bank of New York

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

**EMPLOYEES' INCENTIVE SAVINGS PLAN OF
THE BANK OF NEW YORK COMPANY, INC.**

**Financial Statements for the
Years Ended December 31, 2002, 2001, and 2000**

**EMPLOYEES' INCENTIVE SAVINGS PLAN OF
THE BANK OF NEW YORK COMPANY, INC.**

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Report Of Independent Auditors

To the Committee and Participants of the Employees' Incentive Savings Plan of
The Bank of New York Company, Inc.
New York, New York

We have audited the accompanying statements of net assets available for benefits of the Employees' Incentive Savings Plan of The Bank of New York Company, Inc. as of December 31, 2002 and 2001, and the related statements of changes in net assets available for benefits for each of the three years in the period ended December 31, 2002. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2002 and 2001, and the changes in its net assets available for benefits for each of the three years in the period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.



June 13, 2003

**EMPLOYEES' INCENTIVE SAVINGS PLAN OF
THE BANK OF NEW YORK COMPANY, INC.**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31,</u>	
	<u>2002</u>	<u>2001</u>
ASSETS:		
Investments - at fair value:		
The Bank of New York Company, Inc. common stock	\$ 27,092,291	\$ 43,327,805
Investment funds	26,692,625	21,392,089
Loans to participants	<u>1,925,955</u>	<u>1,812,470</u>
Total investments	55,710,871	66,532,364
Accrued interest and dividends receivable	1,607	1,754
Other assets	<u>556,006</u>	<u>304,893</u>
Total assets	<u>56,268,484</u>	<u>66,839,011</u>
LIABILITIES:		
Other liabilities	<u>534,845</u>	<u>284,900</u>
Total liabilities	<u>534,845</u>	<u>284,900</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 55,733,639</u></u>	<u><u>\$ 66,554,111</u></u>

See accompanying notes to the financial statements.

**EMPLOYEES' INCENTIVE SAVINGS PLAN OF
THE BANK OF NEW YORK COMPANY, INC.**

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,		
	2002	2001	2000
ADDITIONS:			
Investment Income:			
Interest and dividend income	\$ 1,536,381	\$ 1,483,875	\$ 1,504,044
Net (depreciation)/appreciation in fair value of investments	(21,085,375)	(16,346,479)	15,654,034
Total investment (loss)/income	(19,548,994)	(14,862,604)	17,158,078
Contributions:			
Employer	4,517,032	3,466,191	2,902,210
Participants	8,640,935	6,322,912	5,620,706
Total contributions	13,157,967	9,789,103	8,522,916
Total additions	(6,391,027)	(5,073,501)	25,680,994
DEDUCTIONS:			
Benefits paid to participants	(4,394,590)	(4,418,575)	(8,273,365)
Net (decrease)/increase prior to other plan transfers	(10,785,617)	(9,492,076)	17,407,629
Transfers (to)/from other plans	(34,855)	435,256	(362,801)
Net (decrease)/increase	(10,820,472)	(9,056,820)	17,044,828
NET ASSETS AVAILABLE FOR BENEFITS			
At January 1	66,554,111	75,610,931	58,566,103
At December 31	\$ 55,733,639	\$ 66,554,111	\$ 75,610,931

See accompanying notes to the financial statements.

EMPLOYEES' INCENTIVE SAVINGS PLAN OF THE BANK OF NEW YORK COMPANY, INC.

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

General Information - The Employees' Incentive Savings Plan (the "Plan") of The Bank of New York Company, Inc. (the "Company") is a defined contribution plan which is intended to meet the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan provides employees with an opportunity to invest a portion of their annual compensation, augmented by matching Company contributions, to provide financial security during their working careers and additional income in their retirement.

Administration - The Plan is administered by the Benefits Committee (the "Committee"), which is appointed by the Chief Executive Officer of the Company to serve as the fiduciary of the Plan. In accordance with the provisions of the Plan, The Bank of New York (the "Bank"), a wholly-owned subsidiary of the Company, provides certain administrative and custodial services to the Plan at no charge.

Participation - Under the terms of the Plan, each employee (as defined) becomes eligible to participate in the Plan after completing one year of continuous service, as defined. However, Company employees who were previously participants of the Company's Profit Sharing Plan are eligible to become participants of the Plan immediately upon transfer into the Plan's covered employee base.

Contributions - Employees may voluntarily contribute to the Plan up to 15% of their annual compensation (as defined). Effective January 1, 2003, employees may contribute up to 25% of their annual compensation (as defined).

Effective January 1, 2001, the Company contributes to the Plan on behalf of each Plan participant by matching 100% of participant's contribution up to 3% of bi-weekly compensation (as defined) plus 50% of participant's contribution in excess of 3% but not in excess of 5%. In addition, the Company may make a supplemental matching contribution to all participants as of the last day of each year. The amount of such contribution, if any, is to be determined by the Board of Directors of the Company (the "Board"). No such supplemental matching contributions were made in 2002, 2001, and 2000.

To satisfy the deferred compensation rules of Section 401(k) of the Internal Revenue Code of 1986 (the "Code"), contributions are limited to the extent necessary to reduce the actual deferral percentage for the highly compensated group, as defined by the Code. The maximum individual salary deferral contribution per participant for each Plan year was \$11,000 in 2002 (\$12,000 for participants age 50 and over), and \$10,500 in 2001 and 2000. In addition, total Company and Participant contributions, for each Plan year are limited to 100% of the participant's compensation (as defined) up to a maximum of \$40,000 in 2002, which may be adjusted for increases in the cost of living.

Participants' Accounts - The Plan requires that the participants' and the Company's contributions be credited to a separate participant's account in the Incentive Savings Trust Fund (the "Fund"). Payments with respect to a participant's interest under the Plan are charged to the participant's account. The account is also credited or charged with the proportionate share of changes in the net assets of the Fund arising from investment activities.

Investment Programs - Each of the Plan's participants directs the Trustee to invest their account in one or more of twelve separate investment funds which are sponsored by the Company.

Equity Fund - Funds are invested in the BNY Hamilton Equity Income Fund primarily comprised of common stocks and convertible securities.

Fixed Income Fund - Funds are invested in the BNY Hamilton Intermediate Government Fund primarily comprised of securities issued or guaranteed by the U.S. Government or its agencies.

Money Market Fund - Funds are invested in the BNY Hamilton Money Fund primarily comprised of high-quality, short-term interest-bearing obligations of corporations, banks and the U.S. Government.

Bank Stock Fund - Funds are invested substantially in The Bank of New York Company, Inc. common stock.

Large Cap Growth Fund - Funds are invested in the BNY Hamilton Large Cap Growth Fund primarily comprised of common stocks and securities convertible into common stocks of domestic and foreign companies.

Small Cap Growth Fund - Funds are invested in the BNY Hamilton Small Cap Fund Institutional primarily comprised of equity securities of small domestic and foreign companies.

Large Cap Value Fund - Funds are invested in the BNY Hamilton Large Cap Value Fund comprised of common stocks and securities convertible into common stocks of domestic and foreign companies that are undervalued in terms of price or other financial measurements.

International Equity Fund - Funds are invested in the BNY Hamilton International Equity Fund primarily comprised of equity securities of non-U.S. issuers.

Intermediate Investment Grade Fund - Funds are invested in the BNY Hamilton Intermediate Investment Grade Fund Institutional comprised of investment-grade debt obligations.

S&P 500 Index Fund - Funds are invested in the BNY Hamilton S&P 500 Index Fund Institutional comprised of common stocks which seek to match the performance of the Standard & Poor's 500 Composite Stock Index.

US Bond Market Fund - Funds are invested in the BNY Hamilton US Bond Market Fund comprised of investment-grade government, corporate, mortgage and asset-backed bonds that are denominated in U.S. dollars, all with maturities longer than one year.

Treasury Money Fund - Funds are invested in the BNY Hamilton Treasury Money Fund comprised of short-term obligations of the U.S. Treasury and repurchase agreements fully collateralized by obligations of the U.S. Treasury.

The investment activities of all funds are under the supervision of the Committee.

Withdrawals from the Plan - Each participant has a fully vested interest in the amount of his or her contribution together with the Company's contribution and allocable Plan earnings. The full value of the participant's vested interest in his or her account in the Plan may be distributed upon termination of the participant's employment. The normal form of payment is by lump sum; however, if a participant's vested benefit exceeds \$5,000, he or she has the right to receive payment in equal installments over any period not extending beyond the life expectancy of the participant and his or her spouse. Participants electing installment payments do, however, retain the option to change their distribution election from installments to lump sum at any time. No joint and survivor benefits are provided under the Plan. Distributions from the Equity Fund, the Fixed Income Fund, the Money Market Fund, the Large Cap Growth Fund, the Small Cap Growth Fund, the Large Cap Value Fund, the International Equity Fund, the Intermediate Investment Grade Fund, the S&P 500 Index Fund, the US Bond Market Fund and the Treasury Money Fund are made in cash. Distributions from the Bank Stock Fund consist of full shares of stock and/or cash.

A participant may also withdraw all or part of his or her account upon attainment of age 59½ or in the event of total disability.

In the case of economic need or hardship, a participant may be able to withdraw a portion or all of his or her contributions to the Plan. The Committee has discretionary power to approve such a withdrawal.

Loans to Participants - Employees are allowed to borrow money from their account in the Fund. Loans are subject to certain limitations as described in the Plan's Summary Plan Description. Borrowings are transferred from the Funds in which the borrowers are currently invested to the Loan Fund. On a monthly basis, loan repayments and interest due on the loan are received and transferred to the Fund elected by the participant. The rate of interest is determined by the Committee and is accrued ratably over the period of the loan. The interest rate at December 31, 2002 and 2001 was 4.25% and 4.75% respectively. Loans must mature within five years, or within ten years if the loan is for the purchase of a primary residence, or upon termination of employment by the participant.

Amendment, Suspension and Termination - The Board may amend the Plan at any time. No such amendment, however, may have the effect of diverting any part of the Fund to any purpose other than for the exclusive benefit of the participants. Likewise, an amendment may not reduce the interest of any participant in the Fund accrued prior to such amendment. The Board may, however, make such amendments, of retroactive effect if necessary, as required or advisable to comply with the provisions of the Code and ERISA pertaining to savings plans and trusts.

Although it is contemplated that the Plan will be a continuing program, the Board may, prior to the end of any year, suspend the Plan by omitting the Company's contribution for such year. In the event of such suspension, all provisions of the Plan other than those relating to the Company's contribution for the year or years of suspensions shall continue in effect.

In the event of termination, the Plan and the trust agreement may be kept in effect by the Board with respect to the contributions already made to the Plan, or the trust agreement may be terminated. If the trust agreement is terminated, assets of the Fund, except the Bank Stock Fund, shall be converted into cash and such cash shall be distributed to the participants in proportion to their respective interests. Participants in the Bank Stock Fund shall receive their proportionate share of the Fund assets in The Bank of New York Company, Inc. common stock, and cash for any fractional shares.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the more significant accounting policies of the Plan:

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts in the financial statements. Actual results could differ from these estimates.

Investment Valuation - The Plan's investments are held by the Bank as Trustee and are reported at fair value. The fair values of BNY Hamilton Funds are based on the market value of the underlying securities. The fair value of the investment in the Company's common stock is based on quoted market prices. Loans to participants are valued at their outstanding principal balances.

Investment Transactions and Investment Income - Investment transactions are recognized on the trade date of the purchase or sale. Dividend income is recognized on the ex-dividend date. Interest income is recognized on an accrual basis.

Tax Status - The Plan has received a determination letter from the Internal Revenue Service dated March 2, 1995, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related Trust is exempt from taxation. The Plan has been amended for recent changes in the tax law and, as such, applied for a new determination letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related Trust is tax exempt.

The Plan administrator has indicated that it will take the necessary steps, if any, to maintain the Plan's qualified status.

3. INVESTMENTS

The fair values of individual investments that represent five percent or more of the Plan's net assets available for benefits are as follows:

	<u>December 31, 2002</u>	<u>December 31, 2001</u>
Based on Quoted Market Prices:		
The Bank of New York Company, Inc. Common Stock	\$27,092,291	\$43,327,805
BNY Hamilton Equity Income Fund	7,665,301	8,528,750
BNY Hamilton Money Fund	6,326,763	4,846,396
BNY Hamilton Intermediate Government Fund	5,170,075	4,120,319

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) (depreciated)/appreciated in value by \$(21,085,375) in 2002, \$(16,346,479) in 2001 and \$15,654,034 in 2000 as follows:

Net Appreciation (Depreciation) in Fair Value

	<u>2002</u>	<u>2001</u>	<u>2000</u>
The Bank of New York Company, Inc. Common Stock	\$(18,536,780)	\$(14,510,169)	\$15,073,206
BNY Hamilton Fund - Equity Income Fund	(1,829,522)	(1,581,998)	356,792
BNY Hamilton Fund – US Bond Market Fund	17,881	(2,635)	-
BNY Hamilton Fund - Intermediate Government Fund	229,480	47,530	156,372
BNY Hamilton Fund - Small Cap Growth Fund	(361,980)	(69,923)	(13,320)
BNY Hamilton Fund – S&P 500 Index Fund	(250,237)	(55,050)	(919)
BNY Hamilton Fund - International Equity Fund	(62,841)	(32,291)	987
BNY Hamilton Fund - Large Cap Value Fund	(75,879)	(26,132)	1,410
BNY Hamilton Fund – Large Cap Growth Fund	(224,446)	(115,224)	2,590
Collective Trust - Emerging Growth Fund	8,949	(587)	76,916
	<u>\$(21,085,375)</u>	<u>\$(16,346,479)</u>	<u>\$15,654,034</u>

The Plan's investment in The Bank of New York Company, Inc. common stock earned dividend income of \$815,033 in 2002, \$727,010 in 2001 and \$651,495 in 2000. The Plan's investments in the BNY Hamilton Funds earned interest and dividend income of \$586,416 in 2002, \$624,493 in 2001 and \$742,067 in 2000.

SUPPLEMENTAL SCHEDULE

**EMPLOYEES' INCENTIVE SAVINGS PLAN
OF THE BANK OF NEW YORK COMPANY, INC.**

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD AT END OF YEAR

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Units or Shares Held	Fair Value
EQUITY FUND		
* BNY Hamilton Fund	Equity Income Fund, 741,325 units	\$ 7,665,301
FIXED INCOME FUND		
* BNY Hamilton Fund	Intermediate Government Fund, 491,920 units	5,170,075
MONEY MARKET FUND		
* BNY Hamilton Fund	Money Fund, 6,326,763 units	6,326,763
BANK STOCK FUND		
* The Bank of New York Company, Inc.	Common Stock, 1,130,730 shares	27,092,291
* Collective Short-Term Investments	896,845 units	<u>896,845</u>
		27,989,136
S&P 500 INDEX FUND		
* BNY Hamilton Fund	S&P 500 Index Fund Institutional, 239,709 units	1,438,254
INTERNATIONAL EQUITY FUND		
* BNY Hamilton Fund	International Equity Fund, 51,329 units	378,810

(continued on next page)

**EMPLOYEES' INCENTIVE SAVINGS PLAN
OF THE BANK OF NEW YORK COMPANY, INC.**

**SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD
AT END OF YEAR (CONTINUED)**

<u>Identity of Issue, Borrower, Lessor or Similar Party</u>	<u>Description of Investment Including Units or Shares Held</u>	<u>Fair Value</u>
SMALL CAP GROWTH FUND		
* BNY Hamilton Fund	Small Cap Fund Institutional, 129,670 units	1,541,776
LARGE CAP GROWTH FUND		
* BNY Hamilton Fund	Large Cap Growth Fund, 120,615 units	938,385
LARGE CAP VALUE FUND		
* BNY Hamilton Fund	Large Cap Value Fund, 88,823 units	698,146
TREASURY MONEY FUND		
* BNY Hamilton Fund	Treasury Money Fund, 507,818 units	507,818
INTERMEDIATE INVESTMENT GRADE FUND		
* BNY Hamilton Fund	Investment Grade Fund Institutional, 39,725 units	417,506
US BOND MARKET FUND		
* BNY Hamilton Fund	US Bond Market Fund, 65,588 units	712,946
LOANS TO PARTICIPANTS		
	Various loans at various interest rates due from 1 to 10 years	<u>1,925,955</u>
TOTAL INVESTMENTS - ALL FUNDS		<u><u>\$ 55,710,871</u></u>

* Represents a party-in-interest