

BEAR STEARNS COMPANIES INC
Form 4
June 02, 2008

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FARBER JEFFREY M

2. Issuer Name and Ticker or Trading Symbol
BEAR STEARNS COMPANIES INC [BSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Controller

C/O BEAR, STEARNS & CO.
INC., 383 MADISON AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10179

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/30/2008		D	3,911 D 0		D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
CAP Units (2002)	<u>(2)</u>	05/30/2008		D		17		11/30/2007	11/30/2007 ⁽³⁾	Common Stock	17
CAP Units (2003)	<u>(2)</u>	05/30/2008		D		2,492		11/30/2008	11/30/2008 ⁽³⁾	Common Stock	2,492
CAP Units (2004)	<u>(2)</u>	05/30/2008		D		3,299		11/30/2009	11/30/2009 ⁽⁶⁾	Common Stock	3,299
CAP Units (2005)	<u>(2)</u>	05/30/2008		D		3,617		11/30/2010	11/30/2010 ⁽⁶⁾	Common Stock	3,617
CAP Units (2006)	<u>(2)</u>	05/30/2008		D		4,568		11/30/2011	11/30/2011 ⁽⁶⁾	Common Stock	4,568
CAP Units 2007	<u>(2)</u>	05/30/2008		D		13,341		11/30/2007	11/30/2012 ⁽⁶⁾	Common Stock	13,341
Emp. Stock Option (Right to Buy)	\$ 73.75	05/30/2008		D		3,559		12/15/2006	12/15/2013	Common Stock	3,559
Emp. Stock Option (Rt. to Buy)	\$ 116.5	05/30/2008		D		3,931		12/22/2005	12/22/2015	Common Stock	3,931
Emp. Stock Option (rt. to buy)	\$ 165.32	05/30/2008		D		2,646		12/20/2006	12/20/2016	Common Stock	2,646
Employee Stock Option (Right to Buy)	\$ 49.63	05/30/2008		D		2,719		12/11/2003	12/11/2010	Common Stock	2,719
Employee Stock Option (Right to Buy)	\$ 56.88	05/30/2008		D		2,907		12/17/2004	12/17/2011	Common Stock	2,907

Buy)

Employee
Stock

Option (Right to Buy)	\$ 64	05/30/2008	D	3,000	11/30/2005	11/30/2012	Common Stock	3,000
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Employee
Stock

Option (Right to Buy)	\$ 102.65	05/30/2008	D	3,707	12/28/2004	12/28/2014	Common Stock	3,707
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARBER JEFFREY M C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179			Controller	

Signatures

/s/ Farber, 06/02/2008
Jeffrey M.

__Signature of Date
Reporting Person

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).
- Disposed of pursuant to the merger agreement between issuer and JPMorgan Chase & Co. in exchange for 850 shares of JPMorgan Chase common stock having a market value of \$9.35 per share on the effective date of the merger.
 - This type of derivative security typically does not have a conversion or exercise price
 - The shares of common stock underlying the CAP Units will be distributed on or about 11/30/2008
 - The CAP Units were converted in the merger into 3 CAP Units of JPMorgan Chase.
 - The CAP Units were converted in the merger into 542 CAP Units of JPMorgan Chase.
 - In connection with the merger, the deferral period for the CAP Units will be accelerated and the shares of common stock underlying the CAP Units will be distributed on or about 1/15/2009.
 - The CAP Units were converted in the merger into 717 CAP Units of JPMorgan Chase.
 - The CAP Units were converted in the merger into 786 CAP Units of JPMorgan Chase.
 - The CAP Units were converted in the merger into 993 CAP Units of JPMorgan Chase.
 - The CAP Units were converted in the merger into 2,902 CAP Units of JPMorgan Chase.
 - This option was converted in the merger into an option to purchase 774 shares of JPMorgan Chase common stock for \$339.03 per share.
 - This option was converted in the merger into an option to purchase 855 shares of JPMorgan Chase common stock for \$535.56 per share.

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- (13) This option was converted in the merger into an option to purchase 575 shares of JPMorgan Chase common stock for \$759.99 per share.
- (14) This option was converted in the merger into an option to purchase 591 shares of JPMorgan Chase common stock for \$228.13 per share.
- (15) This option was converted in the merger into an option to purchase 632 shares of JPMorgan Chase common stock for \$261.48 per share.
- (16) This option was converted in the merger into an option to purchase 652 shares of JPMorgan Chase common stock for \$294.21 per share.
- (17) This option was converted in the merger into an option to purchase 806 shares of JPMorgan Chase common stock for \$471.89 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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