BEAR STEARNS COMPANIES INC

Form 4 June 02, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HARRINGTON DONALD J

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BEAR STEARNS COMPANIES INC [BSC]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

C/O ST. JOHNS UNIVERSITY, 8000 UTOPIA

PARKWAY

(Last)

4. If Amendment, Date Original

(Month/Day/Year)

05/30/2008

Filed(Month/Day/Year) Applicable Line)

3.

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

JAMAICA, NY 11439

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Price Amount (D)

Common Stock

05/30/2008

56 D D (1)

D

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

(Month/Day/Year)

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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)

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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)	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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D	517	09/30/2004	09/30/2004	Common Stock	5
non-emp. dir. restr. stock units	(2)	05/30/2008		D	701	10/07/2005	10/07/2005	Common Stock	70
Non-Emp. Dir. Restricted Stock Units	(2)	05/30/2008		D	483	10/11/2006	10/11/2006	Common Stock	48
non-emp. dir. restricted stock units	(2)	05/30/2008		D	506	10/18/2007	10/18/2007	Common Stock	50
non-emp. dir. stock options (rt to buy)	\$ 157.02	05/30/2008		D	1,200	10/18/2007	04/18/2017	Common Stock	1,2
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 87.68	05/30/2008		D	1,492	09/30/2004	03/31/2014	Common Stock	1,4
non-emp. dir. stock options (rt. to buy)	\$ 99.07	05/30/2008		D	2,043	10/07/2005	04/07/2015	Common Stock	2,0
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 142.37	05/30/2008		D	1,422	10/11/2006	04/11/2016	Common Stock	1,4
Non-Employee Director Restricted Stock Units	(2)	05/30/2008		D	359	09/26/2003	09/26/2003	Common Stock	3:
Non-Employee Director Stock Option (right to buy)	\$ 62.15	05/30/2008		D	1,051	09/27/2002	03/27/2012	Common Stock	1,0
ouy)	\$ 66.7	05/30/2008		D	1,911	09/26/2003	03/27/2013		1,9

Non-Employee Director Stock Option (Right to Buy) Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HARRINGTON DONALD J C/O ST. JOHNS UNIVERSITY 8000 UTOPIA PARKWAY JAMAICA, NY 11439

X

Signatures

/s/ Harrington, Donald J.

06/02/2008

**Signature of Reporting

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).
- (1) Disposed of pursuant to the merger agreement between issuer and JPMorgan Chase & Co. in exchange for 12 shares of JPMorgan Chase common stock having a market value of 9.35 per share on the effective date of the merger.
- (2) This type of derivative security typically does not have a conversion or exercise price
- (3) The Restricted Stock Units were converted in the merger into 112 Restricted Stock Units of JPMorgan Chase.
- (4) The Restricted Stock Units were converted in the merger into 152 Restricted Stock Units of JPMorgan Chase.
- (5) The Restricted Stock Units were converted in the merger into 105 Restricted Stock Units of JPMorgan Chase.
- (6) The Restricted Stock Units were converted in the merger into 109 Restricted Stock Units of JPMorgan Chase.
- (7) This option was converted in the merger into an option to purchase 261 shares of JPMorgan Chase common stock for \$721.83 per share.
- (8) This option was converted in the merger into an option to purchase 324 shares of JPMorgan Chase common stock for \$403.07 per share.
- (9) This option was converted in the merger into an option to purchase 444 shares of JPMorgan Chase common stock for \$455.45 per share.
- (10) This option was converted in the merger into an option to purchase 309 shares of JPMorgan Chase common stock for \$654.48 per share.
- (11) The Restricted Stock Units were converted in the merger into 78 Restricted Stock Units of JPMorgan Chase.
- (12) This option was converted in the merger into an option to purchase 228 shares of JPMorgan Chase common stock for \$285.71 per share.
- (13) This option was converted in the merger into an option to purchase 415 shares of JPMorgan Chase common stock for \$306.61 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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