

BEAR STEARNS COMPANIES INC

Form 4

June 02, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mayer Jeffrey

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

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President

(Street)  
NEW YORK, NY 10179

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/30/2008		D		10,008	D	11 0

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

Edgar Filing: BEAR STEARNS COMPANIES INC - Form 4

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Emp. Stock Option (rt. to buy)	\$ 165.32	05/30/2008		D			21,117	12/20/2006	12/20/2016	Common Stock	21,117
Employee Stock Option (Right to Buy)	\$ 49.63	05/30/2008		D			22,807	12/11/2003	12/11/2010	Common Stock	22,807
Employee Stock Option (Right to Buy)	\$ 56.88	05/30/2008		D			31,581	12/17/2004	12/17/2011	Common Stock	31,581
Employee Stock Option (Right to Buy)	\$ 102.65	05/30/2008		D			45,903	12/28/2004	12/28/2014	Common Stock	45,903
CAP Units (2002)	(2)	05/30/2008		D			701	11/30/2007	11/30/2007(3)	Common Stock	701
CAP Units (2003)	(2)	05/30/2008		D			113,501	11/30/2008	11/30/2008(3)	Common Stock	113,501
CAP Units (2004)	(2)	05/30/2008		D			80,780	11/30/2009	11/30/2009(6)	Common Stock	80,780
CAP Units (2005)	(2)	05/30/2008		D			55,123	11/30/2010	11/30/2010(6)	Common Stock	55,123
CAP Units (2006)	(2)	05/30/2008		D			52,389	11/30/2011	11/30/2011(6)	Common Stock	52,389
Emp. Stock Option (Rt. to Buy)	\$ 64	05/30/2008		D			40,000	11/29/2005	11/29/2012	Common Stock	40,000
Emp. Stock	\$ 73.75	05/30/2008		D			60,365	12/15/2003	12/15/2013	Common Stock	60,365

Option  
(Rt. to  
Buy)

Emp.  
Stock

Option \$ 116.5 05/30/2008  
(Rt. to  
Buy)

D 33,673 12/22/2005 12/22/2015 Common Stock 33

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayer Jeffrey C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179			Executive Vice President	

## Signatures

/s/ Mayer,  
Jeffrey 06/02/2008

\_\_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).
- (1) Disposed of pursuant to the merger agreement between issuer and JPMorgan Chase & Co. in exchange for 2,177 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 shares of common stock underlying the CAP Units will be distributed on or about 11/30/2008
- (4) The CAP Units were converted in the merger into 152 CAP Units of JPMorgan Chase.
- (5) The CAP Units were converted in the merger into 24,869 CAP Units of JPMorgan Chase.
- (6) 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.
- (7) The CAP Units were converted in the merger into 17,572 CAP Units of JPMorgan Chase.
- (8) The CAP Units were converted in the merger into 11,990 CAP Units of JPMorgan Chase.
- (9) The CAP Units were converted in the merger into 11,396 CAP Units of JPMorgan Chase.
- (10) This option was converted in the merger into an option to purchase 8,701 shares of JPMorgan Chase common stock for \$294.21 per share.
- (11) This option was converted in the merger into an option to purchase 13,131 shares of JPMorgan Chase common stock for \$339.03 per share.
- (12) This option was converted in the merger into an option to purchase 7,324 shares of JPMorgan Chase common stock for \$535.56 per share.
- (13)

## Edgar Filing: BEAR STEARNS COMPANIES INC - Form 4

This option was converted in the merger into an option to purchase 4,593 shares of JPMorgan Chase common stock for \$759.99 per share.

- (14) This option was converted in the merger into an option to purchase 4,961 shares of JPMorgan Chase common stock for \$228.13 per share.
- (15) This option was converted in the merger into an option to purchase 6,869 shares of JPMorgan Chase common stock for \$261.48 per share.
- (16) This option was converted in the merger into an option to purchase 9,985 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.

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.