

BEAR STEARNS COMPANIES INC  
Form FWP  
September 28, 2007

*Filed Pursuant to Rule 433  
September 27, 2007*

*Relating to  
Prospectus dated August 16, 2006  
Registration No. 333-136666*

**THE BEAR STEARNS COMPANIES INC.**

**6.40% GLOBAL NOTES DUE OCTOBER 2, 2017  
FINAL TERMS AND CONDITIONS**

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Issuer: The Bear Stearns Companies Inc.  
Expected Ratings: A1/ A+ / A+

An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The rating of the securities should be evaluated independently from similar ratings of other securities. A credit rating of a security is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

Trade Date: September 27, 2007  
Settlement Date: October 2, 2007 (T+3)  
Total principal amount (USD): \$2,500,000,000  
Coupon: 6.40%  
Note Type: Senior Global Notes / SEC Registered  
Maturity Date: October 2, 2017  
Public Offering Price 99.708%  
Accrued Interest None  
Initial Interest Payment Date April 2, 2008  
Interest Payment Dates On the second day of each April and October  
Day count: 30 / 360  
Yield/Spread: 6.440% / +187.5 basis points vs. UST 4.750% 08/15/17  
Minimum denomination: \$1,000 minimum, \$1,000 integral multiples thereafter  
Optional Redemption Non-call life  
US Treasury Spot: 101-14+ / 4.565%  
Gross Underwriting Fee: 0.450%  
Management Fee: 0.1125%  
Underwriting Fee: 0.1125%



Selling Concession:	0.225%
Gross Proceeds:	\$2,492,700,000
Net Proceeds to Issuer:	\$2,481,450,000
CUSIP:	073902PR3
Lead Managers:	Bear, Stearns & Co. Inc; Bear, Stearns International Limited
Senior Co-Managers:	Citigroup, RBC Capital Markets
Co-Managers:	BB&T Capital Markets, Banc of America Securities LLC, BNP PARIBAS, Danske Markets Inc, Goldman, Sachs & Co., Scotia Capital, Wells Fargo Securities

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-866-803-9204.

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