

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 *
 NICKELL FRANK T

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 KELSO & COMPANY, 320 PARK AVENUE, 24TH FLOOR
 (Street)

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

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

NEW YORK, NY 10022

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

(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 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 |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--|--|----------------------|-----------------|--|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Emp. Dir. Stock Options (Right to Buy) | \$ 79.86 | 05/30/2008 | D | | | | 234 08/29/2008 | 02/28/2018 | Common Stock | 234 |
| Non-Emp. Dir. Stock Options (Rt. to buy) | \$ 130.35 | 05/30/2008 | D | | | | 143 02/28/2007 | 08/31/2016 | Common Stock | 143 |
| Non-Emp. Dir. Stock Options (Rt. to Buy) | \$ 152.48 | 05/30/2008 | D | | | | 122 05/31/2007 | 11/30/2016 | Common Stock | 122 |
| Non-emp. dir. stock options (rt. to buy) | \$ 149.96 | 05/30/2008 | D | | | | 125 11/30/2007 | 05/31/2017 | Common Stock | 125 |
| Non-Emp. Dir. Stock Options (Rt. to Buy) | \$ 108.66 | 05/30/2008 | D | | | | 172 02/29/2008 | 08/31/2017 | Common Stock | 172 |
| Non-Emp. Dir. Stock Options (Rt. to Buy) | \$ 99.7 | 05/30/2008 | D | | | | 188 05/30/2008 | 11/30/2017 | Common Stock | 188 |
| non-emp.dir. stock options (rt. to buy) | \$ 152.24 | 05/30/2008 | D | | | | 123 08/28/2007 | 02/28/2017 | Common Stock | 123 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

NICKELL FRANK T
C/O KELSO & COMPANY
320 PARK AVENUE, 24TH FLOOR
NEW YORK, NY 10022

Signatures

/s/ Nickell,
Frank T.

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) This option was converted in the merger into an option to purchase 50 shares of JPMorgan Chase common stock for \$367.12 per share.
- (2) This option was converted in the merger into an option to purchase 31 shares of JPMorgan Chase common stock for \$599.23 per share.
- (3) This option was converted in the merger into an option to purchase 26 shares of JPMorgan Chase common stock for \$700.96 per share.
- (4) This option was converted in the merger into an option to purchase 27 shares of JPMorgan Chase common stock for \$689.38 per share.
- (5) This option was converted in the merger into an option to purchase 37 shares of JPMorgan Chase common stock for \$499.52 per share.
- (6) This option was converted in the merger into an option to purchase 40 shares of JPMorgan Chase common stock for \$458.33 per share.
- (7) This option was converted in the merger into an option to purchase 26 shares of JPMorgan Chase common stock for \$699.86 per share.

Remarks:

Form 2 of 2

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.