

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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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 *
 Bienen Henry S

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)

C/O NORTHWESTERN UNIVERSITY, 633 CLARK STREET

(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

EVANSTON, IL 602081100

(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) Price			
Common Stock	05/30/2008		D	2,043 D 11 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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D		64		08/28/2005	08/28/2005	Common Stock	64
non-emp. dir. restr. stock units	(2)	05/30/2008		D		701		10/07/2005	10/07/2005	Common Stock	701
non-emp. dir. restr. stock units	(2)	05/30/2008		D		65		11/30/2005	11/30/2005	Common Stock	65
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D		63		02/28/2006	02/28/2006	Common Stock	63
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D		57		05/31/2006	05/31/2006	Common Stock	57
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D		47		08/28/2006	08/28/2006	Common Stock	47
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D		48		02/28/2007	02/28/2007	Common Stock	48
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D		41		05/31/2007	05/31/2007	Common Stock	41
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D		78		08/29/2008	08/29/2008	Common Stock	78

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Non-Emp. Dir. Restricted Stock Units	(2)	05/30/2008	D	50	05/31/2005	05/31/2005	Common Stock	50
Non-Emp. Dir. Restricted Stock Units	(2)	05/30/2008	D	483	10/11/2006	10/11/2006	Common Stock	483
Non-Emp. Dir. Restricted Stock Units	(2)	05/30/2008	D	47	11/30/2006	11/30/2006	Common Stock	47
non-emp. dir. restricted stock units	(2)	05/30/2008	D	41	08/28/2007	08/28/2007	Common Stock	41
non-emp. dir. restricted stock units	(2)	05/30/2008	D	506	10/18/2007	10/18/2007	Common Stock	506
Non-emp. dir. Restricted Stock Units	(2)	05/30/2008	D	41	11/30/2007	11/30/2007	Common Stock	41
Non-Emp. Dir. Restricted Stock Units	(2)	05/30/2008	D	57	02/29/2008	02/29/2008	Common Stock	57
Non-Emp. Dir. Restricted Stock Units	(2)	05/30/2008	D	62	05/30/2008	05/30/2008	Common Stock	62
non-emp. dir. stock options (rt to buy)	\$ 157.02	05/30/2008	D	1,200	10/18/2007	04/18/2017	Common Stock	1,200
Non-Emp. Dir. Stock Options (Rt. to	\$ 142.37	05/30/2008	D	1,422	10/11/2006	04/11/2016	Common Stock	1,422

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bienen Henry S C/O NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON, IL 602081100	X			

Signatures

/s/ Bienen,
 Henry S. 06/02/2008

 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 444 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 13 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 14 Restricted Stock Units of JPMorgan Chase.
- (6) The Restricted Stock Units were converted in the merger into 13 Restricted Stock Units of JPMorgan Chase.
- (7) The Restricted Stock Units were converted in the merger into 12 Restricted Stock Units of JPMorgan Chase.
- (8) The Restricted Stock Units were converted in the merger into 10 Restricted Stock Units of JPMorgan Chase.
- (9) The Restricted Stock Units were converted in the merger into 10 Restricted Stock Units of JPMorgan Chase.
- (10) The Restricted Stock Units were converted in the merger into 9 Restricted Stock Units of JPMorgan Chase.
- (11) The Restricted Stock Units were converted in the merger into 16 Restricted Stock Units of JPMorgan Chase.
- (12) The Restricted Stock Units were converted in the merger into 10 Restricted Stock Units of JPMorgan Chase.
- (13) The Restricted Stock Units were converted in the merger into 105 Restricted Stock Units of JPMorgan Chase.
- (14) The Restricted Stock Units were converted in the merger into 10 Restricted Stock Units of JPMorgan Chase.
- (15) The Restricted Stock Units were converted in the merger into 109 Restricted Stock Units of JPMorgan Chase.
- (16) The Restricted Stock Units were converted in the merger into 8 Restricted Stock Units of JPMorgan Chase.
- (17) The Restricted Stock Units were converted in the merger into 12 Restricted Stock Units of JPMorgan Chase.
- (18) The Restricted Stock Units were converted in the merger into 13 Restricted Stock Units of JPMorgan Chase.
- (19) This option was converted in the merger into an option to purchase 261 shares of JPMorgan Chase common stock for \$721.83 per share.
- (20) This option was converted in the merger into an option to purchase 309 shares of JPMorgan Chase common stock for \$654.48 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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