

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 *
 MOLINARO SAMUEL L JR

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)
 EVP/CFO/COO

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

(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

NEW YORK, NY 10179

(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		
				Code	V	Amount	
Common Stock	05/30/2008		D		38,022	D	(1) 0 D
Common Stock	05/30/2008		D		1,211	D	(2) 0 I By ESOP
Common Stock	05/30/2008		D		43,450	D	(3) 0 I Joint with wife

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

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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)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
CAP Units (2002)	(4)	05/30/2008		D			448	11/30/2007	11/30/2007 ⁽⁵⁾	Common Stock	4
CAP Units (2003)	(4)	05/30/2008		D			75,382	11/30/2008	11/30/2008 ⁽⁵⁾	Common Stock	75
CAP Units (2004)	(4)	05/30/2008		D			55,251	11/30/2009	11/30/2009 ⁽⁸⁾	Common Stock	55
CAP Units (2005)	(4)	05/30/2008		D			58,360	11/30/2010	11/30/2010 ⁽⁸⁾	Common Stock	58
CAP Units (2006)	(4)	05/30/2008		D			66,821	11/30/2011	11/30/2011 ⁽⁸⁾	Common Stock	66
Emp. Stock Option (Right to Buy)	\$ 73.75	05/30/2008		D			116,582	12/15/2006	12/15/2013	Common Stock	116
Emp. Stock Option (Rt. to Buy)	\$ 116.5	05/30/2008		D			35,534	12/22/2008	12/22/2015	Common Stock	35
Emp. stock option (rt. to buy)	\$ 165.32	05/30/2008		D			26,691	12/20/2009	12/20/2016	Common Stock	26
Employee Stock Option (Right to Buy)	\$ 38.75	05/30/2008		D			5,571	01/10/2003	01/10/2010	Common Stock	5,
Employee Stock	\$ 49.63	05/30/2008		D			21,877	12/11/2003	12/11/2010	Common Stock	21

Option
(Right to
Buy)

Employee
Stock

Option	\$ 56.88	05/30/2008	D	15,605	12/17/2004	12/17/2011	Common Stock	15
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Employee
Stock

Option	\$ 64	05/30/2008	D	30,000	11/30/2005	11/30/2012	Common Stock	30
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Employee
Stock

Option	\$ 102.65	05/30/2008	D	92,895	12/28/2007	12/28/2014	Common Stock	92
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLINARO SAMUEL L JR C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179			EVP/CFO/COO	

Signatures

/s/ Molinaro Jr.,
Samuel L.

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 8,270 shares of JPMorgan Chase common stock having a market value of \$9.35 per share on the effective date of the merger.
 - (2) Disposed of pursuant to the merger agreement between issuer and JPMorgan Chase & Co. in exchange for 263 shares of JPMorgan Chase common stock having a market value of \$9.35 per share on the effective date of the merger
 - (3) Disposed of pursuant to the merger agreement between issuer and JPMorgan Chase & Co. in exchange for 9,451 shares of JPMorgan Chase common stock having a market value of \$9.35 per share on the effective date of the merger.
 - (4) This type of derivative security typically does not have a conversion or exercise price
 - (5) The shares of common stock underlying the CAP Units will be distributed on or about 11/30/2008
 - (6) The CAP Units were converted in the merger into 97 CAP Units of JPMorgan Chase.

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- (7) The CAP Units were converted in the merger into 16,397 CAP Units of JPMorgan Chase.
- (8) 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.
- (9) The CAP Units were converted in the merger into 12,018 CAP Units of JPMorgan Chase.
- (10) The CAP Units were converted in the merger into 12,695 CAP Units of JPMorgan Chase.
- (11) The CAP Units were converted in the merger into 14,535 CAP Units of JPMorgan Chase.
- (12) This option was converted in the merger into an option to purchase 25,360 shares of JPMorgan Chase common stock for \$339.03 per share.
- (13) This option was converted in the merger into an option to purchase 7,729 shares of JPMorgan Chase common stock for \$535.56 per share.
- (14) This option was converted in the merger into an option to purchase 5,806 shares of JPMorgan Chase common stock for \$759.99 per share.
- (15) This option was converted in the merger into an option to purchase 1,211 shares of JPMorgan Chase common stock for \$178.14 per share.
- (16) This option was converted in the merger into an option to purchase 4,758 shares of JPMorgan Chase common stock for \$228.13 per share.
- (17) This option was converted in the merger into an option to purchase 3,394 shares of JPMorgan Chase common stock for \$261.48 per share.
- (18) This option was converted in the merger into an option to purchase 6,525 shares of JPMorgan Chase common stock for \$294.21 per share.
- (19) This option was converted in the merger into an option to purchase 20,207 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.

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