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BEAR STEARNS COMPANIES INC

Index Maturity: N/A

Form 424B3

July 31, 2002

PRICING SUPPLEMENT NO. 28 Rule 424(b)(3) DATED: July 30, 2002 File No. 333-76894 (To Prospectus dated January 25, 2002, and Prospectus Supplement dated January 25, 2002) \$10,006,693,162 THE BEAR STEARNS COMPANIES INC. MEDIUM-TERM NOTES, SERIES B Principal Amount: \$25,000,000 Floating Rate Notes [x] Book Entry Notes [x] Original Issue Date: 7/31/2002 Fixed Rate Notes [] Certificated Notes [] Maturity Date: 7/31/2003 CUSIP#: 073928XJ7 Option to Extend Maturity: No [x] Yes [] Final Maturity Date: Optional Optional
Repayment Repayment
Date(s) Price(s) Redemption Price(s) Redeemable On Price(s) Date(s) N/A N/A N/A N/A Applicable Only to Fixed Rate Notes: Interest Rate: Interest Payment Dates: Applicable Only to Floating Rate Notes: _____ Interest Rate Basis: Maximum Interest Rate: N/A [] Commercial Paper Rate Minimum Interest Rate: N/A [] Federal Funds Effective Rate [] Federal Funds Open Rate Interest Reset Date(s): Daily [] Treasury Rate Interest Reset Period: Daily [] LIBOR Reuters Interest Payment Date(s): * [] LIBOR Telerate [x] Prime Rate + [] CMT Rate Initial Interest Rate: 1.88% Interest Payment Period: Quarterly

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Spread (plus or minus): -2.87%

- + Prime Rate as reported on Telerate Page 5 under the heading "Bank Rates/Prime ."
- * On the 31st of October, January, April and at Maturity.

The distribution of Notes will conform to the requirements set forth in Rule 2720 of the NASD Conduct Rules.