

BEAR STEARNS COMPANIES INC
 Form 424B3
 May 14, 2007

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee(1) |
|---|---|-------------------------------------|
| Medium-Term Notes, Series B | \$ 25,000,000 | \$ 767.50 |

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended. The filing fee of \$767.50 is being paid in connection with the registration of these IncomeNotes.

THE BEAR STEARNS COMPANIES INC.
 IncomeNotesSM
With Maturities of Nine Months or More from Date of Issue

Registration No. 333-136666
 Filed Pursuant to Rule 424(b)(3)
Pricing Supplement No. 1/A
 (To Prospectus dated August 16, 2006
 and Prospectus Supplement dated May 10, 2007)
 Trade Date: May 9, 2007 *
 Issue Date: May 23, 2007 **
 The date of this Pricing Supplement is May 14, 2007

| CUSIP# | Interest Rate | Maturity Date | Price to Public | Discounts & Commissions | Reallowance | Dealer | Interest Payment Frequency |
|-----------|---------------|---------------|-----------------|-------------------------|-------------|----------|----------------------------|
| 07387EHT7 | 6.00% | 05/15/2037 | 100.00% | 2.9500% | 0.200% | 97.0500% | Semi Annually |

| First Interest Payment Date | First Interest Payment Amount | Survivor's Option | Subject to Redemption | Date and Terms of Redemption | Aggregate Principal Amount | Net Proceeds |
|-----------------------------|-------------------------------|-------------------|-----------------------|--|----------------------------|--------------|
| 11/15/2007 | \$28.67 | No | Yes | Commencing on 5/15/2012 and monthly thereafter until Maturity, the Notes may be called at par at the option of the Company on ten calendar days' notice. | \$50,000,000 | \$48,525,000 |

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* Each of two blocks of \$25,000,000 were traded on May 9, 2007.

** Each of two blocks of \$25,000,000 will be issued on May 23, 2007.

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