BEAR STEARNS COMPANIES INC
Form 4
June 02, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mayer Jeffrey

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10179

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BEAR STEARNS COMPANIES INC [BSC]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/30/2008		D		10,008	D	(1)	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)

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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Emp. Stock Option (rt. to buy)	$ 165.32	05/30/2008		D			21,117	12/20/2006	12/20/2016	Common Stock	21
Employee Stock Option (Right to Buy)	$ 49.63	05/30/2008		D			22,807	12/11/2003	12/11/2010	Common Stock	22
Employee Stock Option (Right to Buy)	$ 56.88	05/30/2008		D			31,581	12/17/2004	12/17/2011	Common Stock	31
Employee Stock Option (Right to Buy)	$ 102.65	05/30/2008		D			45,903	12/28/2004	12/28/2014	Common Stock	45
CAP Units (2002)	(2)	05/30/2008		D			701	11/30/2007	11/30/2007 (3)	Common Stock	7
CAP Units (2003)	(2)	05/30/2008		D			113,501	11/30/2008	11/30/2008 (3)	Common Stock	113
CAP Units (2004)	(2)	05/30/2008		D			80,780	11/30/2009	11/30/2009 (6)	Common Stock	80
CAP Units (2005)	(2)	05/30/2008		D			55,123	11/30/2010	11/30/2010 (6)	Common Stock	55
CAP Units (2006)	(2)	05/30/2008		D			52,389	11/30/2011	11/30/2011 (6)	Common Stock	52
Emp. Stock Option (Rt. to Buy)	$ 64	05/30/2008		D			40,000	11/29/2005	11/29/2012	Common Stock	40
Emp. Stock	$ 73.75	05/30/2008		D			60,365	12/15/2003	12/15/2013	Common Stock	60

Option (Rt. to Buy)									
Emp. Stock Option (Rt. to Buy)	$ 116.5	05/30/2008		D	33,673	12/22/2005	12/22/2015	Common Stock	33

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayer Jeffrey C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179			Executive Vice President	

Signatures

/s/ Mayer, Jeffrey	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 2,177 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 shares of common stock underlying the CAP Units will be distributed on or about 11/30/2008

(4) The CAP Units were converted in the merger into 152 CAP Units of JPMorgan Chase.

(5) The CAP Units were converted in the merger into 24,869 CAP Units of JPMorgan Chase.

(6) 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.

(7) The CAP Units were converted in the merger into 17,572 CAP Units of JPMorgan Chase.

(8) The CAP Units were converted in the merger into 11,990 CAP Units of JPMorgan Chase.

(9) The CAP Units were converted in the merger into 11,396 CAP Units of JPMorgan Chase.

(10) This option was converted in the merger into an option to purchase 8,701 shares of JPMorgan Chase common stock for $294.21 per share.

(11) This option was converted in the merger into an option to purchase 13,131 shares of JPMorgan Chase common stock for $339.03 per share.

(12) This option was converted in the merger into an option to purchase 7,324 shares of JPMorgan Chase common stock for $535.56 per share.

(13)

This option was converted in the merger into an option to purchase 4,593 shares of JPMorgan Chase common stock for $759.99 per share.

(14) This option was converted in the merger into an option to purchase 4,961 shares of JPMorgan Chase common stock for $228.13 per share.

(15) This option was converted in the merger into an option to purchase 6,869 shares of JPMorgan Chase common stock for $261.48 per share.

(16) This option was converted in the merger into an option to purchase 9,985 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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