

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 \*  
 SCHWARTZ ALAN D

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

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO, President

NEW YORK, NY 10179

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

(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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	05/30/2008		D		1,026,680	D	<u>1</u> 0

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
CAP Units (2002)	<u>(2)</u>	05/30/2008		D			1,107	11/30/2007	11/30/2007 <sup>(3)</sup>	Common Stock	1,107
CAP Units (2003)	<u>(2)</u>	05/30/2008		D			163,393	11/30/2008	11/30/2008 <sup>(3)</sup>	Common Stock	163,393
CAP Units (2004)	<u>(2)</u>	05/30/2008		D			99,655	11/30/2009	11/30/2009 <sup>(6)</sup>	Common Stock	99,655
CAP Units (2005)	<u>(2)</u>	05/30/2008		D			89,875	11/30/2010	11/30/2010 <sup>(6)</sup>	Common Stock	89,875
CAP Units (2006)	<u>(2)</u>	05/30/2008		D			85,350	11/30/2011	11/30/2011 <sup>(6)</sup>	Common Stock	85,350
Emp. Stock Option (Right to Buy)	\$ 73.75	05/30/2008		D			242,307	12/15/2006	12/15/2013	Common Stock	242,307
Emp. Stock Option (Rt. to Buy)	\$ 116.5	05/30/2008		D			53,650	12/22/2008	12/22/2015	Common Stock	53,650
Emp. stock option (rt. to buy)	\$ 165.32	05/30/2008		D			33,847	12/20/2009	12/20/2016	Common Stock	33,847
Employee Stock Option (Right to Buy)	\$ 38.75	05/30/2008		D			57,500	01/10/2003	01/10/2010	Common Stock	57,500
Employee Stock Option (Right to Buy)	\$ 49.63	05/30/2008		D			86,354	12/11/2003	12/11/2010	Common Stock	86,354
Employee Stock	\$ 56.88	05/30/2008		D			28,934	12/17/2004	12/17/2011	Common Stock	28,934



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- (11) This option was converted in the merger into an option to purchase 11,670 shares of JPMorgan Chase common stock for \$535.56 per share.
- (12) This option was converted in the merger into an option to purchase 7,362 shares of JPMorgan Chase common stock for \$759.99 per share.
- (13) This option was converted in the merger into an option to purchase 12,507 shares of JPMorgan Chase common stock for \$178.14 per share.
- (14) This option was converted in the merger into an option to purchase 18,784 shares of JPMorgan Chase common stock for \$228.13 per share.
- (15) This option was converted in the merger into an option to purchase 6,294 shares of JPMorgan Chase common stock for \$261.48 per share.
- (16) This option was converted in the merger into an option to purchase 14,139 shares of JPMorgan Chase common stock for \$294.21 per share.
- (17) This option was converted in the merger into an option to purchase 34,757 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.