

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 \*  
 SOLENDER MICHAEL S

(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  
 Officer (give title below)  Other (specify below)  
 General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
CAP Units (2002)	<u>(1)</u>	05/30/2008	D		14		11/30/2007	11/30/2007 <sup>(2)</sup>	Common Stock	14
CAP Units (2003)	<u>(1)</u>	05/30/2008	D		3,834		11/30/2008	11/30/2008 <sup>(2)</sup>	Common Stock	3,834
CAP Units (2004)	<u>(1)</u>	05/30/2008	D		4,285		11/30/2009	11/30/2009 <sup>(5)</sup>	Common Stock	4,285
CAP Units (2005)	<u>(1)</u>	05/30/2008	D		4,669		11/30/2010	11/30/2010 <sup>(5)</sup>	Common Stock	4,669
CAP Units (2006)	<u>(1)</u>	05/30/2008	D		5,225		11/30/2011	11/30/2011 <sup>(5)</sup>	Common Stock	5,225
CAP Units 2007	<u>(1)</u>	05/30/2008	D		17,464		11/30/2007	11/30/2012 <sup>(5)</sup>	Common Stock	17,464
Emp. Stock Option (Rt. to Buy)	\$ 73.75	05/30/2008	D		4,444		12/15/2003	12/15/2013	Common Stock	4,444
Emp. Stock Option (Rt. to Buy)	\$ 116.5	05/30/2008	D		4,672		12/22/2005	12/22/2015	Common Stock	4,672
Emp. Stock Option (rt. to buy)	\$ 165.32	05/30/2008	D		2,900		12/20/2006	12/20/2016	Common Stock	2,900
Employee Stock Option (Right to Buy)	\$ 64	05/30/2008	D		1,100		11/30/2005	11/30/2012	Common Stock	1,100
Employee Stock Option (Right to Buy)	\$ 102.65	05/30/2008	D		4,404		12/28/2004	12/28/2014	Common Stock	4,404

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOLENDER MICHAEL S C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179			General Counsel	

# Signatures

/s/ Solender,  
Michael S.                      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) This type of derivative security typically does not have a conversion or exercise price
- (2) The shares of common stock underlying the CAP Units will be distributed on or about 11/30/2008
- (3) The CAP Units were converted in the merger into 3 CAP Units of JPMorgan Chase.
- (4) The CAP Units were converted in the merger into 833 CAP Units of JPMorgan Chase.
- (5) 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.
- (6) The CAP Units were converted in the merger into 932 CAP Units of JPMorgan Chase.
- (7) The CAP Units were converted in the merger into 1,015 CAP Units of JPMorgan Chase.
- (8) The CAP Units were converted in the merger into 1,136 CAP Units of JPMorgan Chase.
- (9) The CAP Units were converted in the merger into 3,798 CAP Units of JPMorgan Chase.
- (10) This option was converted in the merger into an option to purchase 966 shares of JPMorgan Chase common stock for \$339.03 per share.
- (11) This option was converted in the merger into an option to purchase 1,016 shares of JPMorgan Chase common stock for \$535.56 per share.
- (12) This option was converted in the merger into an option to purchase 630 shares of JPMorgan Chase common stock for \$759.99 per share.
- (13) This option was converted in the merger into an option to purchase 239 shares of JPMorgan Chase common stock for \$294.21 per share.
- (14) This option was converted in the merger into an option to purchase 958 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.