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BEAR STEARNS COMPANIES INC

Form 8-K

March 23, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K
Current Report

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 18, 2004

THE BEAR STEARNS COMPANIES INC.

(Exact name of registrant as specified in its charter)

DELAWARE

File No. 1-8989

13-3286161

(State or other
jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification
Number)

383 Madison Avenue, New York, New York

10179

(Address of principal executive offices)

(zip code)

Registrant's telephone number, including area code: (212) 272-2000

Not Applicable

(former name or former address, if changed since last report)

Item 5. Other Events

Filed herewith are copies of:

- (a) Form of Medium-Term Note, Series B (principal protected notes linked to the Dow Jones Industrial Average due March __, 2011).
- (b) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences described in the Pricing Supplement, dated March 18, 2004, to the Prospectus Supplement and the Prospectus, each dated November 17, 2003, included in the Registration Statement on Form S-3 filed by the Company (Registration No. 333-109793).

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(c) Consent of Cadwalader, Wickersham & Taft LLP.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements of Businesses Acquired:

Not applicable.

(b) Pro Forma Financial Information:

Not applicable.

(c) Exhibits:

The following exhibits are incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-109793) as exhibits to such Registration Statement:

4(b)(15) Form of Medium-Term Note, Series B (principal protected notes linked to the Dow Jones Industrial Average due March __, 2011) (incorporated by reference to Exhibit 4.2 to the registrant's Registration Statement on Form 8-A12B filed with the Securities and Exchange Commission on March 18, 2004).

8(a) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences.

23(c) Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 8(a)).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE BEAR STEARNS COMPANIES INC.

By: /s/ Jeffrey M. Farber

Jeffrey M. Farber
Controller
(Principal Accounting Officer)

Dated: March 23, 2004

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THE BEAR STEARNS COMPANIES INC.

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CURRENT REPORT

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 4(b) (15) | Form of Medium-Term Note, Series B (principal protected notes linked to the Dow Jones Industrial Average due March __, 2011) (incorporated by reference to Exhibit 4.2 to the registrant's Registration Statement on Form 8-A12B filed with the Securities and Exchange Commission on March 18, 2004). |
| 8(a) | Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences. |
| 23(c) | Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 8(a)). |

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