

BEAR STEARNS COMPANIES INC  
 Form 4/A  
 March 11, 2005

**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 \*  
**LEHMAN MARK E**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/28/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/30/2004

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

**NEW YORK, NY 10179**

(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	12/28/2004		G	V 1,000 D \$ 0	120,052	D	
Common Stock	12/28/2004		S	45,954 D \$ 102.1	74,098	D	
Common Stock					100	I	By Custodian For Child
Common Stock					29,764	I	By Trust

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
CAP Units (2004)	<u>(1)</u>	12/28/2004		<u>A</u> <sup>(2)</sup>	15,231			11/30/2009	11/30/2009	Common Stock	15
CAP Units (2004)	<u>(1)</u>	12/28/2004		<u>J</u> <sup>(3)</sup>		7,615		11/30/2009	11/30/2009	Common Stock	7
Employee Stock Option (Rt. to Buy 07)	\$ 102.65	12/28/2004		A	33,047			12/28/2007	12/28/2014	Common Stock	33
Employee Stock Option (Rt. to Buy 07)	\$ 102.65	12/28/2004		<u>J</u> <sup>(3)</sup>		16,524		12/28/2007	12/28/2014	Common Stock	16

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEHMAN MARK E C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179			EVP	

## Signatures

By: Mark E.  
Lehman 12/29/2004

          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) conversion or exercise price of derivative security is \$0.00
- (2) Deferral of compensation and credit to Reporting Person's Account (as of 12/28/04) pursuant to the Issuer's Capital Accumulation Plan for Senior Managing Directors (CAP Plan); exempt under Rule 16b-3.

The stock options and CAP Units were granted to the Reporting Person. On 11/17/04, the Reporting Person transferred the economic benefit of 1/2 of the stock options and 1/2 of the CAP Units to his wife pursuant to a Property Settlement Agreement. Pursuant to the Property Settlement Agreement, the Reporting Person is deemed to hold 1/2 of the stock options and 1/2 of the CAP Units for the benefit of his wife. The Reporting Person's wife is entitled to 1/2 of the shares issued upon exercise of the stock options and vesting of the CAP Units and may be deemed the indirect beneficial owner of 1/2 of the stock options and 1/2 of the CAP Units. The Reporting Person disclaims beneficial ownership of 1/2 of the stock options and 1/2 of the CAP Units except to the extent of his pecuniary interest therein.

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.