WILLIAMS WESLEY S JR

Form 4 April 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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SECURITIES Form 5

obligations may continue.

See Instruction 1(b).

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 * WILLIAMS WESLEY S JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

BEAR STEARNS COMPANIES

(Check all applicable)

INC [BSC]

04/07/2005

(Month/Day/Year)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O LOCKHART COMPANIES **INC., 44 ESTATE THOMAS**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year) Applicable Line)

(Instr. 3, 4 and 5)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ST. THOMAS 00802

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

Reported Transaction(s)

(A) or (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of Underlying Securities

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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
non-emp. dir. restr. stock units	\$ 99.07	04/07/2005		A <u>(1)</u>	681	10/07/2005	10/07/2005	Common Stock	681
non-emp. dir. stock options (rt. to buy)	\$ 99.07	04/07/2005		A	2,043	10/07/2005	04/07/2015	Common Stock	2,043

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WILLIAMS WESLEY S JR C/O LOCKHART COMPANIES INC. 44 ESTATE THOMAS

44 ESTATE THOMAS ST. THOMAS 00802 X

Signatures

/s/ Williams Jr., Wesley S. 04/08/2005

**Signature of Reporting 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) Grant of Restricted Stock Units to Non-Employee Director as of April 7, 2005, pursuant to Issuer's Non-Employee Director Stock Option and Stock Unit Plan; exempt under Rule 16b-3.

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.

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