

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
FARBER JEFFREY M

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)
 Controller

NEW YORK, NY 10179

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/30/2008 | | D | 3,911 D 0 | | D | |

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) | Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|----------------------------|--------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| CAP Units (2002) | (2) | 05/30/2008 | | D | | 17 | | 11/30/2007 | 11/30/2007 ⁽³⁾ | Common Stock | 17 |
| CAP Units (2003) | (2) | 05/30/2008 | | D | | 2,492 | | 11/30/2008 | 11/30/2008 ⁽³⁾ | Common Stock | 2,492 |
| CAP Units (2004) | (2) | 05/30/2008 | | D | | 3,299 | | 11/30/2009 | 11/30/2009 ⁽⁶⁾ | Common Stock | 3,299 |
| CAP Units (2005) | (2) | 05/30/2008 | | D | | 3,617 | | 11/30/2010 | 11/30/2010 ⁽⁶⁾ | Common Stock | 3,617 |
| CAP Units (2006) | (2) | 05/30/2008 | | D | | 4,568 | | 11/30/2011 | 11/30/2011 ⁽⁶⁾ | Common Stock | 4,568 |
| CAP Units 2007 | (2) | 05/30/2008 | | D | | 13,341 | | 11/30/2007 | 11/30/2012 ⁽⁶⁾ | Common Stock | 13,341 |
| Emp. Stock Option (Right to Buy) | \$ 73.75 | 05/30/2008 | | D | | 3,559 | | 12/15/2006 | 12/15/2013 | Common Stock | 3,559 |
| Emp. Stock Option (Rt. to Buy) | \$ 116.5 | 05/30/2008 | | D | | 3,931 | | 12/22/2005 | 12/22/2015 | Common Stock | 3,931 |
| Emp. Stock Option (rt. to buy) | \$ 165.32 | 05/30/2008 | | D | | 2,646 | | 12/20/2006 | 12/20/2016 | Common Stock | 2,646 |
| Employee Stock Option (Right to Buy) | \$ 49.63 | 05/30/2008 | | D | | 2,719 | | 12/11/2003 | 12/11/2010 | Common Stock | 2,719 |
| Employee Stock Option (Right to Buy) | \$ 56.88 | 05/30/2008 | | D | | 2,907 | | 12/17/2004 | 12/17/2011 | Common Stock | 2,907 |

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- (13) This option was converted in the merger into an option to purchase 575 shares of JPMorgan Chase common stock for \$759.99 per share.
- (14) This option was converted in the merger into an option to purchase 591 shares of JPMorgan Chase common stock for \$228.13 per share.
- (15) This option was converted in the merger into an option to purchase 632 shares of JPMorgan Chase common stock for \$261.48 per share.
- (16) This option was converted in the merger into an option to purchase 652 shares of JPMorgan Chase common stock for \$294.21 per share.
- (17) This option was converted in the merger into an option to purchase 806 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.

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