

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 \*  
**HARRINGTON DONALD J**

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)  
**05/30/2008**

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

**C/O ST. JOHNS UNIVERSITY, 8000 UTOPIA PARKWAY**

(Street)

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

**JAMAICA, NY 11439**

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/30/2008		D	56 D 11 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
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D	517	09/30/2004 09/30/2004	Common Stock	5
non-emp. dir. restr. stock units	(2)	05/30/2008		D	701	10/07/2005 10/07/2005	Common Stock	701
Non-Emp. Dir. Restricted Stock Units	(2)	05/30/2008		D	483	10/11/2006 10/11/2006	Common Stock	483
non-emp. dir. restricted stock units	(2)	05/30/2008		D	506	10/18/2007 10/18/2007	Common Stock	506
non-emp. dir. stock options (rt to buy)	\$ 157.02	05/30/2008		D	1,200	10/18/2007 04/18/2017	Common Stock	1,200
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 87.68	05/30/2008		D	1,492	09/30/2004 03/31/2014	Common Stock	1,492
non-emp. dir. stock options (rt. to buy)	\$ 99.07	05/30/2008		D	2,043	10/07/2005 04/07/2015	Common Stock	2,043
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 142.37	05/30/2008		D	1,422	10/11/2006 04/11/2016	Common Stock	1,422
Non-Employee Director Restricted Stock Units	(2)	05/30/2008		D	359	09/26/2003 09/26/2003	Common Stock	359
Non-Employee Director Stock Option (right to buy)	\$ 62.15	05/30/2008		D	1,051	09/27/2002 03/27/2012	Common Stock	1,051
	\$ 66.7	05/30/2008		D	1,911	09/26/2003 03/27/2013		1,911

Non-Employee  
Director Stock  
Option (Right  
to Buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRINGTON DONALD J C/O ST. JOHNS UNIVERSITY 8000 UTOPIA PARKWAY JAMAICA, NY 11439	X			

## Signatures

/s/ Harrington,  
Donald J. 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) Disposed of pursuant to the merger agreement between issuer and JPMorgan Chase & Co. in exchange for 12 shares of JPMorgan Chase common stock having a market value of 9.35 per share on the effective date of the merger.
  - (2) This type of derivative security typically does not have a conversion or exercise price
  - (3) The Restricted Stock Units were converted in the merger into 112 Restricted Stock Units of JPMorgan Chase.
  - (4) The Restricted Stock Units were converted in the merger into 152 Restricted Stock Units of JPMorgan Chase.
  - (5) The Restricted Stock Units were converted in the merger into 105 Restricted Stock Units of JPMorgan Chase.
  - (6) The Restricted Stock Units were converted in the merger into 109 Restricted Stock Units of JPMorgan Chase.
  - (7) This option was converted in the merger into an option to purchase 261 shares of JPMorgan Chase common stock for \$721.83 per share.
  - (8) This option was converted in the merger into an option to purchase 324 shares of JPMorgan Chase common stock for \$403.07 per share.
  - (9) This option was converted in the merger into an option to purchase 444 shares of JPMorgan Chase common stock for \$455.45 per share.
  - (10) This option was converted in the merger into an option to purchase 309 shares of JPMorgan Chase common stock for \$654.48 per share.
  - (11) The Restricted Stock Units were converted in the merger into 78 Restricted Stock Units of JPMorgan Chase.
  - (12) This option was converted in the merger into an option to purchase 228 shares of JPMorgan Chase common stock for \$285.71 per share.
  - (13) This option was converted in the merger into an option to purchase 415 shares of JPMorgan Chase common stock for \$306.61 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.