

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 *
CAYNE JAMES 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)
05/30/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

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

(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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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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 Number Shares |
| Emp. Stock Option (Right to Buy) | \$ 73.75 | 05/30/2008 | D | | | 256,143 | 12/15/2006 | 12/15/2013 | Common Stock | 256,143 |
| Emp. Stock Option (Rt. to Buy) | \$ 116.5 | 05/30/2008 | D | | | 56,573 | 12/22/2008 | 12/22/2015 | Common Stock | 56,573 |
| Emp. stock option (rt. to buy) | \$ 165.32 | 05/30/2008 | D | | | 35,788 | 12/20/2009 | 12/20/2016 | Common Stock | 35,788 |
| Employee Stock Option (Right to Buy) | \$ 38.75 | 05/30/2008 | D | | | 72,427 | 01/10/2003 | 01/10/2010 | Common Stock | 72,427 |
| Employee Stock Option (Right to Buy) | \$ 49.63 | 05/30/2008 | D | | | 108,856 | 12/11/2003 | 12/11/2010 | Common Stock | 108,856 |
| Employee Stock Option (Right to Buy) | \$ 56.88 | 05/30/2008 | D | | | 30,581 | 12/17/2004 | 12/17/2011 | Common Stock | 30,581 |
| Employee Stock Option (Right to Buy) | \$ 64 | 05/30/2008 | D | | | 68,000 | 11/30/2005 | 11/30/2012 | Common Stock | 68,000 |
| Employee Stock Option (Rt. to Buy 07) | \$ 102.65 | 05/30/2008 | D | | | 168,585 | 12/28/2007 | 12/28/2014 | Common Stock | 168,585 |

| | | | | | | | | |
|------------------|------------|------------|---|---------|------------|---------------------------|--------------|------|
| CAP Units (2002) | <u>(1)</u> | 05/30/2008 | D | 1,182 | 11/30/2007 | 11/30/2007 ⁽²⁾ | Common Stock | 1, |
| CAP Units (2003) | <u>(1)</u> | 05/30/2008 | D | 173,079 | 11/30/2008 | 11/30/2008 ⁽²⁾ | Common Stock | 173, |
| CAP Units (2004) | <u>(1)</u> | 05/30/2008 | D | 105,749 | 11/30/2009 | 11/30/2009 ⁽⁵⁾ | Common Stock | 105, |
| CAP Units (2005) | <u>(1)</u> | 05/30/2008 | D | 94,959 | 11/30/2010 | 11/30/2010 ⁽⁵⁾ | Common Stock | 94, |
| CAP Units (2006) | <u>(1)</u> | 05/30/2008 | D | 90,373 | 11/30/2011 | 11/30/2011 ⁽⁵⁾ | Common Stock | 90, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| CAYNE JAMES E C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179 | X | | | Chairman of the Board |

Signatures

/s/ Cayne, James
E. 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) This type of derivative security typically does not have a conversion or exercise price
- (2) The shares of common stock underlying the CAP Units will be distributed on or about 11/30/2008
- (3) The CAP Units were converted in the merger into 257 CAP Units of JPMorgan Chase.
- (4) The CAP Units were converted in the merger into 37,649 CAP Units of JPMorgan Chase.
- (5) In connection with the merger, the deferral period for the CAP Units will be accelerated and the shares of common stock underlying the CAP Units will be distributed on or about 1/15/2009.
- (6) The CAP Units were converted in the merger into 23,003 CAP Units of JPMorgan Chase.
- (7) The CAP Units were converted in the merger into 20,656 CAP Units of JPMorgan Chase.
- (8) The CAP Units were converted in the merger into 19,658 CAP Units of JPMorgan Chase.
- (9) This option was converted in the merger into an option to purchase 55,718 shares of JPMorgan Chase common stock for \$339.03 per share.
- (10) This option was converted in the merger into an option to purchase 12,306 shares of JPMorgan Chase common stock for \$535.56 per share.
- (11) This option was converted in the merger into an option to purchase 7,784 shares of JPMorgan Chase common stock for \$759.99 per share.
- (12)

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This option was converted in the merger into an option to purchase 15,755 shares of JPMorgan Chase common stock for \$178.14 per share.

- (13) This option was converted in the merger into an option to purchase 23,679 shares of JPMorgan Chase common stock for \$228.13 per share.
- (14) This option was converted in the merger into an option to purchase 6,652 shares of JPMorgan Chase common stock for \$261.48 per share.
- (15) This option was converted in the merger into an option to purchase 14,792 shares of JPMorgan Chase common stock for \$294.21 per share.
- (16) This option was converted in the merger into an option to purchase 36,672 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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