

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 *
 SOLENDER MICHAEL S

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
 ___X___ Officer (give title below) ___ Other (specify below)
 General Counsel

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)
 ___X___ 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) | Code | V | Amount | (D) | Price |

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 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 or Number of Shares |
| CAP Units (2002) | <u>(1)</u> | 05/30/2008 | D | | 14 | | 11/30/2007 | 11/30/2007 ⁽²⁾ | Common Stock | 14 |
| CAP Units (2003) | <u>(1)</u> | 05/30/2008 | D | | 3,834 | | 11/30/2008 | 11/30/2008 ⁽²⁾ | Common Stock | 3,834 |
| CAP Units (2004) | <u>(1)</u> | 05/30/2008 | D | | 4,285 | | 11/30/2009 | 11/30/2009 ⁽⁵⁾ | Common Stock | 4,285 |
| CAP Units (2005) | <u>(1)</u> | 05/30/2008 | D | | 4,669 | | 11/30/2010 | 11/30/2010 ⁽⁵⁾ | Common Stock | 4,669 |
| CAP Units (2006) | <u>(1)</u> | 05/30/2008 | D | | 5,225 | | 11/30/2011 | 11/30/2011 ⁽⁵⁾ | Common Stock | 5,225 |
| CAP Units 2007 | <u>(1)</u> | 05/30/2008 | D | | 17,464 | | 11/30/2007 | 11/30/2012 ⁽⁵⁾ | Common Stock | 17,464 |
| Emp. Stock Option (Rt. to Buy) | \$ 73.75 | 05/30/2008 | D | | 4,444 | | 12/15/2003 | 12/15/2013 | Common Stock | 4,444 |
| Emp. Stock Option (Rt. to Buy) | \$ 116.5 | 05/30/2008 | D | | 4,672 | | 12/22/2005 | 12/22/2015 | Common Stock | 4,672 |
| Emp. Stock Option (rt. to buy) | \$ 165.32 | 05/30/2008 | D | | 2,900 | | 12/20/2006 | 12/20/2016 | Common Stock | 2,900 |
| Employee Stock Option (Right to Buy) | \$ 64 | 05/30/2008 | D | | 1,100 | | 11/30/2005 | 11/30/2012 | Common Stock | 1,100 |
| Employee Stock Option (Right to Buy) | \$ 102.65 | 05/30/2008 | D | | 4,404 | | 12/28/2004 | 12/28/2014 | Common Stock | 4,404 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SOLENDER MICHAEL S C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179 | | | General Counsel | |

Signatures

/s/ Solender,
Michael S. 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 3 CAP Units of JPMorgan Chase.
- (4) The CAP Units were converted in the merger into 833 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 932 CAP Units of JPMorgan Chase.
- (7) The CAP Units were converted in the merger into 1,015 CAP Units of JPMorgan Chase.
- (8) The CAP Units were converted in the merger into 1,136 CAP Units of JPMorgan Chase.
- (9) The CAP Units were converted in the merger into 3,798 CAP Units of JPMorgan Chase.
- (10) This option was converted in the merger into an option to purchase 966 shares of JPMorgan Chase common stock for \$339.03 per share.
- (11) This option was converted in the merger into an option to purchase 1,016 shares of JPMorgan Chase common stock for \$535.56 per share.
- (12) This option was converted in the merger into an option to purchase 630 shares of JPMorgan Chase common stock for \$759.99 per share.
- (13) This option was converted in the merger into an option to purchase 239 shares of JPMorgan Chase common stock for \$294.21 per share.
- (14) This option was converted in the merger into an option to purchase 958 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. 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.