

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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**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 \*  
**NICKELL FRANK T**

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 KELSO & COMPANY, 320 PARK AVENUE, 24TH FLOOR**

(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 10022**

(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		
				Code	V	Amount	
Common Stock	05/30/2008		D	33,501	D	0	D

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

**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)

**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	Amount or Number of Shares
Non-Emp. Dir. Stock Options (rt. to buy)	\$ 99.5	05/30/2008		D	188	08/28/2005 02/28/2015	Common Stock	188	
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)	\$ 77.27	05/30/2008		D	242	11/30/2003 05/31/2013	Common Stock	242	
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 69.98	05/30/2008		D	267	03/01/2004 08/29/2013	Common Stock	267	
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 72.46	05/30/2008		D	258	05/28/2004 11/28/2013	Common Stock	258	
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 87.84	05/30/2008		D	213	08/27/2004 02/27/2014	Common Stock	213	
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)	\$ 81.06	05/30/2008		D	231	11/28/2004 05/28/2014	Common Stock	231	
Non-Emp. Dir. Stock Options (rt. to buy)	\$ 87.92	05/30/2008		D	213	02/28/2005 08/31/2014	Common Stock	213	
Non-Emp. Dir. Stock Options (rt. to buy)	\$ 97.58	05/30/2008		D	192	05/31/2005 11/30/2014	Common Stock	192	
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 100.5	05/30/2008		D	186	02/28/2006 08/31/2015	Common Stock	186	

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Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 110.99	05/30/2008	D	168	05/31/2006	11/30/2015	Common Stock	1
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 134.44	05/30/2008	D	139	08/26/2006	02/28/2016	Common Stock	1
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 142.37	05/30/2008	D	1,422	10/11/2006	04/11/2016	Common Stock	1,4
Non-Emp. Dir. Stock Options (rt. to buy)	\$ 133.75	05/30/2008	D	140	11/30/2006	05/31/2016	Common Stock	1
Non-Employee Director Restricted Stock Units	<u>2</u>	05/30/2008	D	669	09/26/2003	09/26/2003	Common Stock	6
Non-Employee Director Stock Option	\$ 41.5	05/30/2008	D	3,000	03/29/2001	03/15/2010	Common Stock	3,0
Non-Employee Director Stock Option	\$ 45.74	05/30/2008	D	3,000	03/30/2001	03/30/2011	Common Stock	3,0
Non-Employee Director Stock Option (right to buy)	\$ 62.15	05/30/2008	D	2,051	09/27/2002	03/27/2012	Common Stock	2,0
Non-Employee Director Stock Option (Right to Buy)	\$ 66.7	05/30/2008	D	1,911	09/26/2003	03/27/2013	Common Stock	1,9
Non-Employee Director Stock Options (right to buy)	\$ 60.05	05/30/2008	D	312	11/30/2002	05/31/2012	Common Stock	3
Non-Employee Director Stock Options (Right to buy)	\$ 63.93	05/30/2008	D	293	02/28/2003	08/31/2012	Common Stock	29
Non-Employee Director Stock Options (Right to buy)	\$ 64	05/30/2008	D	292	05/30/2003	11/30/2012	Common Stock	29
Non-Employee Director Stock Options (right	\$ 62.64	05/30/2008	D	299	08/28/2003	02/28/2013	Common Stock	29

to buy)

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	7
Non-Emp. Dir. Restricted Stock Units	(2)	05/30/2008	D	483	10/11/2006	10/11/2006	Common Stock	4
non-emp. dir. restricted stock units	(2)	05/30/2008	D	506	10/18/2007	10/18/2007	Common Stock	5
Non-emp. dir. stock options (rt to buy)	\$ 99.04	05/30/2008	D	189	11/30/2005	05/31/2015	Common Stock	1
non-emp. dir. stock options (rt to buy)	\$ 157.02	05/30/2008	D	1,200	10/18/2007	04/18/2017	Common Stock	1,2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICKELL FRANK T C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	X			

## Signatures

/s/ Nickell,  
Frank T. 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 7,287 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.

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- (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 41 shares of JPMorgan Chase common stock for \$455.29 per share.
- (8) This option was converted in the merger into an option to purchase 261 shares of JPMorgan Chase common stock for \$721.83 per share.
- (9) This option was converted in the merger into an option to purchase 52 shares of JPMorgan Chase common stock for \$355.22 per share.
- (10) This option was converted in the merger into an option to purchase 58 shares of JPMorgan Chase common stock for \$321.70 per share.
- (11) This option was converted in the merger into an option to purchase 56 shares of JPMorgan Chase common stock for \$333.10 per share.
- (12) This option was converted in the merger into an option to purchase 46 shares of JPMorgan Chase common stock for \$403.81 per share.
- (13) This option was converted in the merger into an option to purchase 324 shares of JPMorgan Chase common stock for \$403.07 per share.
- (14) This option was converted in the merger into an option to purchase 50 shares of JPMorgan Chase common stock for \$372.64 per share.
- (15) This option was converted in the merger into an option to purchase 46 shares of JPMorgan Chase common stock for \$404.17 per share.
- (16) This option was converted in the merger into an option to purchase 41 shares of JPMorgan Chase common stock for \$448.58 per share.
- (17) This option was converted in the merger into an option to purchase 40 shares of JPMorgan Chase common stock for \$457.41 per share.
- (18) This option was converted in the merger into an option to purchase 444 shares of JPMorgan Chase common stock for \$455.45 per share.
- (19) This option was converted in the merger into an option to purchase 40 shares of JPMorgan Chase common stock for \$462.01 per share.
- (20) This option was converted in the merger into an option to purchase 36 shares of JPMorgan Chase common stock for \$510.23 per share.
- (21) This option was converted in the merger into an option to purchase 30 shares of JPMorgan Chase common stock for \$618.03 per share.
- (22) This option was converted in the merger into an option to purchase 309 shares of JPMorgan Chase common stock for \$654.48 per share.
- (23) This option was converted in the merger into an option to purchase 30 shares of JPMorgan Chase common stock for \$614.86 per share.
- (24) The Restricted Stock Units were converted in the merger into 145 Restricted Stock Units of JPMorgan Chase.
- (25) This option was converted in the merger into an option to purchase 652 shares of JPMorgan Chase common stock for \$190.78 per share.
- (26) This option was converted in the merger into an option to purchase 652 shares of JPMorgan Chase common stock for \$210.27 per share.
- (27) This option was converted in the merger into an option to purchase 446 shares of JPMorgan Chase common stock for \$285.71 per share.
- (28) This option was converted in the merger into an option to purchase 415 shares of JPMorgan Chase common stock for \$306.61 per share.
- (29) This option was converted in the merger into an option to purchase 67 shares of JPMorgan Chase common stock for \$276.05 per share.
- (30) This option was converted in the merger into an option to purchase 63 shares of JPMorgan Chase common stock for \$293.89 per share.
- (31) This option was converted in the merger into an option to purchase 63 shares of JPMorgan Chase common stock for \$294.21 per share.
- (32) This option was converted in the merger into an option to purchase 65 shares of JPMorgan Chase common stock for \$287.96 per share.

### Remarks:

Form 1 of 2

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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