

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 \*  
**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 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

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 of	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative 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
Non-Emp. Dir. Stock Options (Right to Buy)	\$ 79.86	05/30/2008	D		234		08/29/2008	02/28/2018	Common Stock	234
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 130.35	05/30/2008	D		143		02/28/2007	08/31/2016	Common Stock	143
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 152.48	05/30/2008	D		122		05/31/2007	11/30/2016	Common Stock	122
Non-emp. dir. stock options (rt. to buy)	\$ 149.96	05/30/2008	D		125		11/30/2007	05/31/2017	Common Stock	125
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 108.66	05/30/2008	D		172		02/29/2008	08/31/2017	Common Stock	172
Non-Emp. Dir. Stock Options (Rt. to Buy)	\$ 99.7	05/30/2008	D		188		05/30/2008	11/30/2017	Common Stock	188
non-emp.dir. stock options (rt. to buy)	\$ 152.24	05/30/2008	D		123		08/28/2007	02/28/2017	Common Stock	123

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

X

NICKELL FRANK T  
C/O KELSO & COMPANY  
320 PARK AVENUE, 24TH FLOOR  
NEW YORK, NY 10022

## 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) This option was converted in the merger into an option to purchase 50 shares of JPMorgan Chase common stock for \$367.12 per share.
- (2) This option was converted in the merger into an option to purchase 31 shares of JPMorgan Chase common stock for \$599.23 per share.
- (3) This option was converted in the merger into an option to purchase 26 shares of JPMorgan Chase common stock for \$700.96 per share.
- (4) This option was converted in the merger into an option to purchase 27 shares of JPMorgan Chase common stock for \$689.38 per share.
- (5) This option was converted in the merger into an option to purchase 37 shares of JPMorgan Chase common stock for \$499.52 per share.
- (6) This option was converted in the merger into an option to purchase 40 shares of JPMorgan Chase common stock for \$458.33 per share.
- (7) This option was converted in the merger into an option to purchase 26 shares of JPMorgan Chase common stock for \$699.86 per share.

### Remarks:

Form 2 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. 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.