

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 \*  
**WILLIAMS WESLEY S JR**

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 LOCKHART COMPANIES INC., 44 ESTATE THOMAS**

(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

**ST. THOMAS 00802**

(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) Code V Amount (D) Price			
Common Stock	05/30/2008		D	3,500 D 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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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)	\$ 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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS WESLEY S JR C/O LOCKHART COMPANIES INC. 44 ESTATE THOMAS ST. THOMAS 00802		X		

## Signatures

/s/ Williams Jr.,  
Wesley 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) Disposed of pursuant to the merger agreement between issuer and JPMorgan Chase & Co. in exchange for 761 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 152 Restricted Stock Units of JPMorgan Chase.
  - (4) The Restricted Stock Units were converted in the merger into 105 Restricted Stock Units of JPMorgan Chase.
  - (5) The Restricted Stock Units were converted in the merger into 109 Restricted Stock Units of JPMorgan Chase.
  - (6) This option was converted in the merger into an option to purchase 261 shares of JPMorgan Chase common stock for \$721.83 per share.
  - (7) This option was converted in the merger into an option to purchase 444 shares of JPMorgan Chase common stock for \$455.45 per share.
  - (8) This option was converted in the merger into an option to purchase 309 shares of JPMorgan Chase common stock for \$654.48 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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