BEAR STEARNS COMPANIES INC
Form 3/A
April 28, 2008

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â J P MORGAN CHASE & CO

(Last) (First) (Middle)

270 PARK AVENUE

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/07/2008

3. Issuer Name **and** Ticker or Trading Symbol
BEAR STEARNS COMPANIES INC [BSC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)
04/15/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

$10 million Daily Range Accrual Notes (4)	Â (1)	06/12/2008	see footnote (1)	(1)	$ (1)	I	by subsidiary
$4.998 million 18% Barrier Reverse Convertible Notes (4)	Â (2)(3)	09/10/2008	see footnote (2) (3)	(2) (3)	$ (2) (3)	I	by subsidiary

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J P MORGAN CHASE & CO 270 PARK AVENUE NEW YORK,Â NYÂ 10017	Â	Â X	Â	Â

Signatures

/s/ Anthony J. Horan	04/28/2008
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) On the expiration date, the Reporting Person is currently obligated under the terms of the notes to deliver, for each 1,000,000 principal amount of notes, an amount of shares of the worst performing stock in a reference basket of four stocks, which currently includes Common Stock, determined by dividing the principal amount by the strike price of the worst performing stock. The strike price of Common Stock included in the basket is $60.2875, which is 65% of the initial per share price of Common Stock ($92.7500).

(2) On the expiration date, the Reporting Person is obligated to deliver either (i) if the final value, as determined pursuant to the agreement governing the notes (the "Final Value") of each of the shares in the reference basket described below is equal to or greater than the initial value of such share, $4.998 million, or (ii) if the Final Value of one or more of the reference stocks is less than the initial value of such share(s), the number of Reference Assets, as defined in the agreement governing the notes, for the worst performing of the reference shares. The reference basket currently consists of five stocks, one of which is Common Stock, but is subject to adjustment for certain merger and other reorganization type events. The Reference Asset amount is generally, for each $9,996 principal amount of the notes, a number of shares of the reference issuer obtained by dividing 9996 by the initial price of the reference stock. [Continued in footnote 3]

(3) [Continued from footnote 2] The notes bear interest at a rate of 36% per annum, payable in arrears. The initial per share price of Common Stock included in the reference basket is $87.30.

(4) These notes were inadvertently omitted from the Reporting Person's original Form 3.

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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