

BEAR STEARNS COMPANIES INC
 Form 4
 June 03, 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 *
 NOVELLY PAUL A

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)
 3920 N. A-1-A, UNIT 301
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/30/2008

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

FT. PIERCE, FL 34949

(City) (State) (Zip)

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

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	3,537 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. Restr. Stock Units	(2)	05/30/2008		D	31	05/30/2008 05/30/2008	Common Stock	3	
Non-Emp. Dir. Restr. Stock Units	(2)	05/30/2008		D	39	08/29/2008 08/29/2008	Common Stock	3	
Non-Employee Director Stock Options (Right to buy)	\$ 64	05/30/2008		D	146	05/30/2003 11/30/2012	Common Stock	14	
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 62.64	05/30/2008		D	149	08/28/2003 02/28/2013	Common Stock	14	
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 66.7	05/30/2008		D	1,911	09/26/2003 03/26/2013	Common Stock	1,9	
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 77.27	05/30/2008		D	121	11/30/2003 05/31/2013	Common Stock	12	
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 69.98	05/30/2008		D	133	02/29/2004 08/29/2013	Common Stock	13	
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 72.46	05/30/2008		D	129	05/28/2004 11/28/2013	Common Stock	12	
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 87.84	05/30/2008		D	106	08/27/2004 02/27/2014	Common Stock	10	
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 87.68	05/30/2008		D	1,492	09/30/2004 03/31/2014	Common Stock	1,4	
Non-Emp. Dir. Stock Options	\$ 81.06	05/30/2008		D	115	11/28/2004 05/28/2014	Common Stock	1	

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(Rt. to buy)

Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 87.92	05/30/2008	D	106	02/28/2005	08/31/2014	Common Stock	10
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 97.58	05/30/2008	D	96	05/31/2005	11/30/2014	Common Stock	9
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 99.5	05/30/2008	D	94	08/28/2005	02/28/2015	Common Stock	9
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 99.07	05/30/2008	D	2,043	10/07/2005	04/07/2015	Common Stock	2,0
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 99.04	05/30/2008	D	94	11/30/2005	05/31/2015	Common Stock	9
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 100.5	05/30/2008	D	93	02/28/2006	08/31/2015	Common Stock	9
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 110.99	05/30/2008	D	84	05/31/2006	11/30/2015	Common Stock	8
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 134.44	05/30/2008	D	69	08/27/2006	02/28/2016	Common Stock	6
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	70	11/30/2006	05/31/2016	Common Stock	7
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 130.33	05/30/2008	D	71	02/28/2007	08/31/2016	Common Stock	7
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 152.48	05/30/2008	D	61	05/31/2007	11/30/2016	Common Stock	6
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 152.24	05/30/2008	D	61	08/31/2007	02/28/2017	Common Stock	6
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

Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 149.96	05/30/2008	D	62	11/30/2007	05/31/2017	Common Stock	6
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 108.66	05/30/2008	D	86	02/29/2008	08/31/2017	Common Stock	8
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 99.7	05/30/2008	D	94	05/31/2008	11/30/2017	Common Stock	9
Non-Emp. Dir. Stock Options (Rt. to buy)	\$ 79.86	05/30/2008	D	117	08/31/2008	02/28/2018	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOVELLY PAUL A 3920 N. A-1-A, UNIT 301 FT. PIERCE, FL 34949	X			

Signatures

/s/ James F.
Sanders

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 757 shares of JPMorgan Chase common stock having a market value of \$9.35 per share on the effective date of the merger.
 - (2) One for one.
 - (3) These Restricted Stock Units were converted in the merger into 6 Restricted Stock Units of JPMorgan Chase.
 - (4) These Restricted Stock Units were converted in the merger into 8 Restricted Stock Units of JPMorgan Chase.
 - (5) This option was converted in the merger into an option to purchase 31 shares of JPMorgan Chase common stock for \$294.21 per share.
 - (6) This option was converted into an option to purchase 32 shares of JPMorgan Chase common stock for \$287.96 per share.
 - (7) This option was converted into an option to purchase 415 shares of JPMorgan Chase common stock for \$306.61 per share.
 - (8) This option was converted into an option to purchase 26 shares of JPMorgan Chase common stock for \$355.22 per share.
 - (9) This option was converted into an option to purchase 28 shares of JPMorgan Chase common stock for \$321.70 per share.
 - (10) This option was converted into an option to purchase 28 shares of JPMorgan Chase common stock for \$333.10 per share.
 - (11) This option was converted into an option to purchase 23 shares of JPMorgan Chase common stock for \$403.81 per share.
 - (12) This option was converted into an option to purchase 324 shares of JPMorgan Chase common stock for \$403.07 per share.

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- (13) This option was converted into an option to purchase 25 shares of JPMorgan Chase common stock for \$372.64 per share.
- (14) This option was converted into an option to purchase 23 shares of JPMorgan Chase common stock for \$404.17 per share.
- (15) This option was converted into an option to purchase 20 shares of JPMorgan Chase common stock for \$448.58 per share.
- (16) This option was converted into an option to purchase 20 shares of JPMorgan Chase common stock for \$457.41 per share.
- (17) This option was converted into an option to purchase 444 shares of JPMorgan Chase common stock for \$455.45 per share.
- (18) This option was converted into an option to purchase 20 shares of JPMorgan Chase common stock for \$455.29 per share.
- (19) This option was converted into an option to purchase 20 shares of JPMorgan Chase common stock for \$462.01 per share.
- (20) This option was converted into an option to purchase 18 shares of JPMorgan Chase common stock for \$510.23 per share.
- (21) This option was converted into an option to purchase 15 shares of JPMorgan Chase common stock for \$618.03 per share.
- (22) This option was converted into an option to purchase 309 shares of JPMorgan Chase common stock for \$654.48 per share.
- (23) This option was converted into an option to purchase 15 shares of JPMorgan Chase common stock for \$614.86 per share.
- (24) This option was converted into an option to purchase 15 shares of JPMorgan Chase common stock for \$599.23 per share.
- (25) This option was converted into an option to purchase 13 shares of JPMorgan Chase common stock for \$700.96 per share.
- (26) This option was converted into an option to purchase 13 shares of JPMorgan Chase common stock for \$699.86 per share.
- (27) This option was converted into an option to purchase 261 shares of JPMorgan Chase common stock for \$721.83 per share.
- (28) This option was converted into an option to purchase 13 shares of JPMorgan Chase common stock for \$689.38 per share.
- (29) This option was converted into an option to purchase 18 shares of JPMorgan Chase common stock for \$499.52 per share.
- (30) This option was converted into an option to purchase 20 shares of JPMorgan Chase common stock for \$458.33 per share.
- (31) This option was converted into an option to purchase 25 shares of JPMorgan Chase common stock for \$367.12 per share.

Remarks:

Attorney in fact for the Reporting Person, Paul A. Novelly

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.