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BEAR STEARNS COMPANIES INC

Form 8-K

February 19, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 11, 2003

THE BEAR STEARNS COMPANIES INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

File No. 1-8989

13-3286161

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(State or other  
jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer  
Identification  
Number)

383 Madison Avenue, New York, New York

10179

-----  
(Address of principal executive offices)

(zip code)

Registrant's telephone number, including area code: (212) 272-2000  
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Not Applicable

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(former name or former address, if changed since last report)

Item 5. Other Events  
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Filed herewith are copies of:

- (a) Opinion of Cadwalader, Wickersham & Taft as to legality of the 3.00% Global Notes due 2006 to be issued by the Company.
- (b) Opinion of Cadwalader, Wickersham & Taft as to certain federal income tax consequences described in the Prospectus Supplement, dated February 11, 2003, to the Prospectus, dated January 25, 2002, included in the Registration Statement on Form S-3 filed by the

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Company (Registration No. 333-76894).

(c) Consent of Cadwalader, Wickersham & Taft.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits  
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(a) Financial Statements of Businesses Acquired:

Not applicable.

(b) Pro Forma Financial Information:

Not applicable.

(c) Exhibits:

The following exhibits are incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-76894) as exhibits to such Registration Statement:

- 5(a) Opinion of Cadwalader, Wickersham & Taft as to legality of the 3.00% Global Notes due 2006 to be issued by the Company.
- 8(a) Opinion of Cadwalader, Wickersham & Taft as to certain federal income tax consequences (Included in Exhibit 5(a)).
- 23(c) Consent of Cadwalader, Wickersham & Taft (Included in Exhibit 5(a)).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE BEAR STEARNS COMPANIES INC.

By: /s/ Marshall J Levinson  
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Marshall J Levinson  
Controller  
(Principal Accounting Officer)

Dated: February 19, 2003

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EXHIBIT INDEX

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| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|--|
| 5(a)                 | Opinion of Cadwalader, Wickersham & Taft as to legality of the 3.00% Global Notes due 2006 to be issued by The Bear Stearns Companies Inc. |
| 8(a)                 | Opinion of Cadwalader, Wickersham & Taft as to certain federal income tax consequences (Included in Exhibit 5(a)).                         |
| 23(c)                | Consent of Cadwalader, Wickersham & Taft (Included in Exhibit 5(a)).   |