

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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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 *
MOLINARO SAMUEL L JR

(Last) (First) (Middle)

C/O BEAR, STEARNS & CO.
INC., 383 MADISON AVENUE

(Street)

NEW YORK, NY 10179

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP/CFO/COO

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) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 05/30/2008 | | D | 38,022 | D | (1) | 0 | D | |
| Common Stock | 05/30/2008 | | D | 1,211 | D | (2) | 0 | I | By ESOP |
| Common Stock | 05/30/2008 | | D | 43,450 | D | (3) | 0 | I | Joint with wife |

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

SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|---|---------------------------|--------------|-------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| CAP Units (2002) | (4) | 05/30/2008 | | D | | | 448 | 11/30/2007 | 11/30/2007 ⁽⁵⁾ | Common Stock | 4 |
| CAP Units (2003) | (4) | 05/30/2008 | | D | | | 75,382 | 11/30/2008 | 11/30/2008 ⁽⁵⁾ | Common Stock | 75 |
| CAP Units (2004) | (4) | 05/30/2008 | | D | | | 55,251 | 11/30/2009 | 11/30/2009 ⁽⁸⁾ | Common Stock | 55 |
| CAP Units (2005) | (4) | 05/30/2008 | | D | | | 58,360 | 11/30/2010 | 11/30/2010 ⁽⁸⁾ | Common Stock | 58 |
| CAP Units (2006) | (4) | 05/30/2008 | | D | | | 66,821 | 11/30/2011 | 11/30/2011 ⁽⁸⁾ | Common Stock | 66 |
| Emp. Stock Option (Right to Buy) | \$ 73.75 | 05/30/2008 | | D | | | 116,582 | 12/15/2006 | 12/15/2013 | Common Stock | 116 |
| Emp. Stock Option (Rt. to Buy) | \$ 116.5 | 05/30/2008 | | D | | | 35,534 | 12/22/2008 | 12/22/2015 | Common Stock | 35 |
| Emp. stock option (rt. to buy) | \$ 165.32 | 05/30/2008 | | D | | | 26,691 | 12/20/2009 | 12/20/2016 | Common Stock | 26 |
| Employee Stock Option (Right to Buy) | \$ 38.75 | 05/30/2008 | | D | | | 5,571 | 01/10/2003 | 01/10/2010 | Common Stock | 5, |
| Employee Stock | \$ 49.63 | 05/30/2008 | | D | | | 21,877 | 12/11/2003 | 12/11/2010 | Common Stock | 21 |

Option
(Right to
Buy)

Employee
Stock

| | | | | | | | | |
|--------|----------|------------|---|--------|------------|------------|-----------------|----|
| Option | \$ 56.88 | 05/30/2008 | D | 15,605 | 12/17/2004 | 12/17/2011 | Common Stock | 15 |
|--------|----------|------------|---|--------|------------|------------|-----------------|----|

Employee
Stock

| | | | | | | | | |
|--------|-------|------------|---|--------|------------|------------|-----------------|----|
| Option | \$ 64 | 05/30/2008 | D | 30,000 | 11/30/2005 | 11/30/2012 | Common Stock | 30 |
|--------|-------|------------|---|--------|------------|------------|-----------------|----|

Employee
Stock

| | | | | | | | | |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|
| Option | \$ 102.65 | 05/30/2008 | D | 92,895 | 12/28/2007 | 12/28/2014 | Common Stock | 92 |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOLINARO SAMUEL L JR C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179 | | | EVP/CFO/COO | |

Signatures

/s/ Molinaro Jr.,
Samuel L.

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 8,270 shares of JPMorgan Chase common stock having a market value of \$9.35 per share on the effective date of the merger.
 - (2) Disposed of pursuant to the merger agreement between issuer and JPMorgan Chase & Co. in exchange for 263 shares of JPMorgan Chase common stock having a market value of \$9.35 per share on the effective date of the merger
 - (3) Disposed of pursuant to the merger agreement between issuer and JPMorgan Chase & Co. in exchange for 9,451 shares of JPMorgan Chase common stock having a market value of \$9.35 per share on the effective date of the merger.
 - (4) This type of derivative security typically does not have a conversion or exercise price
 - (5) The shares of common stock underlying the CAP Units will be distributed on or about 11/30/2008
 - (6) The CAP Units were converted in the merger into 97 CAP Units of JPMorgan Chase.

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- (7) The CAP Units were converted in the merger into 16,397 CAP Units of JPMorgan Chase.
- (8) In connection with the merger, the deferral period for the CAP Units will be accelerated and the shares of common stock underlying the CAP Units will be distributed on or about 1/15/2009.
- (9) The CAP Units were converted in the merger into 12,018 CAP Units of JPMorgan Chase.
- (10) The CAP Units were converted in the merger into 12,695 CAP Units of JPMorgan Chase.
- (11) The CAP Units were converted in the merger into 14,535 CAP Units of JPMorgan Chase.
- (12) This option was converted in the merger into an option to purchase 25,360 shares of JPMorgan Chase common stock for \$339.03 per share.
- (13) This option was converted in the merger into an option to purchase 7,729 shares of JPMorgan Chase common stock for \$535.56 per share.
- (14) This option was converted in the merger into an option to purchase 5,806 shares of JPMorgan Chase common stock for \$759.99 per share.
- (15) This option was converted in the merger into an option to purchase 1,211 shares of JPMorgan Chase common stock for \$178.14 per share.
- (16) This option was converted in the merger into an option to purchase 4,758 shares of JPMorgan Chase common stock for \$228.13 per share.
- (17) This option was converted in the merger into an option to purchase 3,394 shares of JPMorgan Chase common stock for \$261.48 per share.
- (18) This option was converted in the merger into an option to purchase 6,525 shares of JPMorgan Chase common stock for \$294.21 per share.
- (19) This option was converted in the merger into an option to purchase 20,207 shares of JPMorgan Chase common stock for \$471.89 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. 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.