Bienen Henry S Form 4 April 19, 2007

FORM 4

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

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

2. Issuer Name and Ticker or Trading

BEAR STEARNS COMPANIES

3. Date of Earliest Transaction

(Print or Type Responses)

1. Name and Address of Reporting Person *

Bienen Henry S

(Last) (First) (Middle)

C/O NORTHWESTERN UNIVERSITY, 633 CLARK

STREET

EVANSTON, IL 602081100

(City)

1.Title of

Security

(Instr. 3)

(Street)

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

4. If Amendment, Date Original

Filed(Month/Day/Year)

Symbol

INC [BSC]

04/18/2007

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if Code (Month/Day/Year) (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Issuer

below)

X_ Director

Applicable Line)

5. Amount of

Securities

Owned

Beneficially

Officer (give title

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

(D) or Indirect Beneficial

Form: Direct

(Instr. 4)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

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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. Transacti Code (Instr. 8)	5. Number on f 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. restricted stock units	(1)	04/18/2007		A(2)	500	10/18/2007	10/18/2007	Common Stock	500
non-emp. dir. stock options (rt to buy)	\$ 157.02	04/18/2007		A	1,200	10/18/2007	04/18/2017	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Bienen Henry S C/O NORTHWESTERN UNIVERSITY 633 CLARK STREET EVANSTON, IL 602081100	X					

Signatures

Reporting Person

/s/ Bienen,
Henry S.

**Signature of 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) This type of derivative security typically does not have a conversion or exercise price
- (2) Grant of Restricted Stock Units to Non-Employee Director as of April 18, 2007, pursuant to Issuer's Non-Employee Director Stock Option and Stock Unit Plan; exempt under Rule 16b-3.

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.

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