

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 *
WILLIAMS WESLEY S JR

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)

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

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

C/O LOCKHART COMPANIES INC., 44 ESTATE THOMAS

(Street)

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

ST. THOMAS 00802

(City) (State) (Zip)

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 | 3,500 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 Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | 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 | | 701 | | 10/07/2005 | 10/07/2005 | Common Stock | 701 |
| Non-Emp. Dir. Restricted Stock Units | (2) | 05/30/2008 | | D | | 483 | | 10/11/2006 | 10/11/2006 | Common Stock | 483 |
| non-emp. dir. restricted stock units | (2) | 05/30/2008 | | D | | 506 | | 10/18/2007 | 10/18/2007 | Common Stock | 506 |
| non-emp. dir. stock options (rt to buy) | \$ 157.02 | 05/30/2008 | | D | | 1,200 | | 10/18/2007 | 04/18/2017 | Common Stock | 1,200 |
| non-emp. dir. stock options (rt. to buy) | \$ 99.07 | 05/30/2008 | | D | | 2,043 | | 10/07/2005 | 04/07/2015 | Common Stock | 2,043 |
| Non-Emp. Dir. Stock Options (Rt. to Buy) | \$ 142.37 | 05/30/2008 | | D | | 1,422 | | 10/11/2006 | 04/11/2016 | Common Stock | 1,422 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS WESLEY S JR C/O LOCKHART COMPANIES INC. 44 ESTATE THOMAS ST. THOMAS 00802 | | X | | |

Signatures

/s/ Williams Jr.,
Wesley S.

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 761 shares of JPMorgan Chase common stock having a market value of \$9.35 per share on the effective date of the merger.
- (2) This type of derivative security typically does not have a conversion or exercise price
- (3) The Restricted Stock Units were converted in the merger into 152 Restricted Stock Units of JPMorgan Chase.
- (4) The Restricted Stock Units were converted in the merger into 105 Restricted Stock Units of JPMorgan Chase.
- (5) The Restricted Stock Units were converted in the merger into 109 Restricted Stock Units of JPMorgan Chase.
- (6) This option was converted in the merger into an option to purchase 261 shares of JPMorgan Chase common stock for \$721.83 per share.
- (7) This option was converted in the merger into an option to purchase 444 shares of JPMorgan Chase common stock for \$455.45 per share.
- (8) This option was converted in the merger into an option to purchase 309 shares of JPMorgan Chase common stock for \$654.48 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.
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