

BEAR STEARNS COMPANIES INC

Form 4/A

March 11, 2005

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEHMAN MARK E

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2004

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

NEW YORK, NY 10179

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/30/2004

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/28/2004		G	V 1,000 D \$ 0	120,052	D	
Common Stock	12/28/2004		S	45,954 D \$ 102.1	74,098	D	
Common Stock					100	I	By Custodian For Child
Common Stock					29,764	I	By Trust

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

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(9-02)

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 or Number of Shares
CAP Units (2004)	<u>(1)</u>	12/28/2004		<u>A</u> ⁽²⁾	15,231	11/30/2009 11/30/2009	Common Stock 15
CAP Units (2004)	<u>(1)</u>	12/28/2004		<u>J</u> ⁽³⁾	7,615	11/30/2009 11/30/2009	Common Stock 7
Employee Stock Option (Rt. to Buy 07)	\$ 102.65	12/28/2004		A	33,047	12/28/2007 12/28/2014	Common Stock 33
Employee Stock Option (Rt. to Buy 07)	\$ 102.65	12/28/2004		<u>J</u> ⁽³⁾	16,524	12/28/2007 12/28/2014	Common Stock 16

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEHMAN MARK E C/O BEAR, STEARNS & CO. INC. 383 MADISON AVENUE NEW YORK, NY 10179	EVP

Signatures

By: Mark E.
Lehman 12/29/2004

 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) conversion or exercise price of derivative security is \$0.00

(2) Deferral of compensation and credit to Reporting Person's Account (as of 12/28/04) pursuant to the Issuer's Capital Accumulation Plan for Senior Managing Directors (CAP Plan); exempt under Rule 16b-3.

(3) The stock options and CAP Units were granted to the Reporting Person. On 11/17/04, the Reporting Person transferred the economic benefit of 1/2 of the stock options and 1/2 of the CAP Units to his wife pursuant to a Property Settlement Agreement. Pursuant to the Property Settlement Agreement, the Reporting Person is deemed to hold 1/2 of the stock options and 1/2 of the CAP Units for the benefit of his wife. The Reporting Person's wife is entitled to 1/2 of the shares issued upon exercise of the stock options and vesting of the CAP Units and may be deemed the indirect beneficial owner of 1/2 of the stock options and 1/2 of the CAP Units. The Reporting Person disclaims beneficial ownership of 1/2 of the stock options and 1/2 of the CAP Units except to the extent of his pecuniary interest therein.

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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