

BEAR STEARNS COMPANIES INC
Form SC 13G/A
June 04, 2008

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Bear Stearns Companies Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

073902108

(CUSIP Number)

May 30, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 073902108

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Wilmington Trust Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

-0-%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

CUSIP No. 073902108

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Wilmington Trust Company, in various fiduciary capacities

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware banking corporation

SOLE VOTING POWER
5
NUMBER OF -0-

SHARES SHARED VOTING POWER
BENEFICIALLY **6**
OWNED BY -0-

EACH SOLE DISPOSITIVE POWER
REPORTING **7**
PERSON -0-

WITH: SHARED DISPOSITIVE POWER
8
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

-0-%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

BK

CUSIP 073902108

Item 1(a). Name of Issuer:

Bear Stearns Companies Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

One Metrotech North

9th Floor

Brooklyn, New York 11201

Item 2(a). Name of Person Filing:

Wilmington Trust Corporation, Wilmington Trust Company.

Item 2(b). Address of Principal Business Office, or if None, Residence:

1100 North Market Street

Wilmington, DE 19890

Item 2(c). Citizenship:

Wilmington Trust Corporation is a Delaware corporation;

Wilmington Trust Company is a Delaware banking corporation.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

073902108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.

Wilmington Trust Company, a Bank, is a wholly-owned subsidiary of Wilmington Trust Corporation.

- (c) o Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) o Investment company registered under Section 8 of the Investment Company Act.
- (e) o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) p A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

Wilmington Trust Corporation is a Parent Holding Company.

- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) p Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Wilmington Trust Corporation and Wilmington Trust Company are a Group.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Wilmington Trust Corporation:	-0-	shares
Wilmington Trust Company:	-0-	shares

- (b) Percent of class:

Wilmington Trust Corporation:	-0-%
Wilmington Trust Company:	-0-%

- (c) Number of shares as to which Wilmington Trust Corporation, Wilmington Trust Company, have:

- | | | |
|--|--------|-----|
| (i) Sole power to vote or to direct the vote | shares | -0- |
| (ii) Shared power to vote or to direct the vote | shares | -0- |
| (iii) Sole power to dispose or to direct the disposition of | shares | -0- |
| (iv) Shared power to dispose or to direct the disposition of | shares | -0- |

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

The Bear Stearns Companies Inc. and JPMorgan Chase & Co. entered into an Agreement and Plan of Merger dated as of March 16, 2008 and an amendment to the Agreement and Plan of Merger on March 24, 2008. The merger was completed on May 30, 2008. Pursuant to the terms of the Agreement and Plan of Merger, as of the effective time of the merger, each issued and outstanding share of common stock of The Bear Stearns Companies Inc. was converted into the right to receive 0.21753 of a share of JPMorgan Chase & Co. common stock.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Wilmington Trust Company: BK

Item 8. Identification and Classification of Members of the Group.

Wilmington Trust Corporation: HC

Wilmington Trust Company: BK

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 4, 2008

Wilmington Trust Corporation
Wilmington Trust Company, as Trustee

By: /s/ Gerard A. Chamberlain

Gerard A. Chamberlain
Vice President and Assistant Secretary