

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NICKELL FRANK T

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 KELSO & COMPANY, 320 PARK AVENUE, 24TH FLOOR

(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

NEW YORK, NY 10022

(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) Price  |   |  |                                   |
| Common Stock                    | 05/30/2008                           |  | D                              | 33,501 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Emp. Dir. Stock Options (rt. to buy)   | \$ 99.5  | 05/30/2008                           |  | D                              | 188   | 08/28/2005 02/28/2015                                    | Common Stock  | 188                        |
| 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)   | \$ 77.27   | 05/30/2008                           |  | D                              | 242   | 11/30/2003 05/31/2013                                    | Common Stock  | 242                        |
| Non-Emp. Dir. Stock Options (Rt. to Buy)   | \$ 69.98   | 05/30/2008                           |  | D                              | 267   | 03/01/2004 08/29/2013                                    | Common Stock  | 267                        |
| Non-Emp. Dir. Stock Options (Rt. to Buy)   | \$ 72.46   | 05/30/2008                           |  | D                              | 258   | 05/28/2004 11/28/2013                                    | Common Stock  | 258                        |
| Non-Emp. Dir. Stock Options (Rt. to Buy)   | \$ 87.84   | 05/30/2008                           |  | D                              | 213   | 08/27/2004 02/27/2014                                    | Common Stock  | 213                        |
| Non-Emp. Dir. Stock Options (Rt. to Buy)   | \$ 87.68   | 05/30/2008                           |  | D                              | 1,492   | 09/30/2004 03/31/2014                                    | Common Stock  | 1,492                      |
| Non-Emp. Dir. Stock Options (Rt. to Buy)   | \$ 81.06   | 05/30/2008                           |  | D                              | 231   | 11/28/2004 05/28/2014                                    | Common Stock  | 231                        |
| Non-Emp. Dir. Stock Options (rt. to buy)   | \$ 87.92   | 05/30/2008                           |  | D                              | 213   | 02/28/2005 08/31/2014                                    | Common Stock  | 213                        |
| Non-Emp. Dir. Stock Options (rt. to buy)   | \$ 97.58   | 05/30/2008                           |  | D                              | 192   | 05/31/2005 11/30/2014                                    | Common Stock  | 192                        |
| Non-Emp. Dir. Stock Options (Rt. to Buy)   | \$ 100.5   | 05/30/2008                           |  | D                              | 186   | 02/28/2006 08/31/2015                                    | Common Stock  | 186                        |

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|  |           |            |   |       |            |            |              |     |
|--|-----------|------------|---|-------|------------|------------|--------------|-----|
| Non-Emp. Dir. Stock Options (Rt. to buy)           | \$ 110.99 | 05/30/2008 | D | 168   | 05/31/2006 | 11/30/2015 | Common Stock | 1   |
| Non-Emp. Dir. Stock Options (Rt. to Buy)           | \$ 134.44 | 05/30/2008 | D | 139   | 08/26/2006 | 02/28/2016 | Common Stock | 1   |
| Non-Emp. Dir. Stock Options (Rt. to Buy)           | \$ 142.37 | 05/30/2008 | D | 1,422 | 10/11/2006 | 04/11/2016 | Common Stock | 1,4 |
| Non-Emp. Dir. Stock Options (rt. to buy)           | \$ 133.75 | 05/30/2008 | D | 140   | 11/30/2006 | 05/31/2016 | Common Stock | 1   |
| Non-Employee Director Restricted Stock Units       | <u>2</u>  | 05/30/2008 | D | 669   | 09/26/2003 | 09/26/2003 | Common Stock | 6   |
| Non-Employee Director Stock Option                 | \$ 41.5   | 05/30/2008 | D | 3,000 | 03/29/2001 | 03/15/2010 | Common Stock | 3,0 |
| Non-Employee Director Stock Option                 | \$ 45.74  | 05/30/2008 | D | 3,000 | 03/30/2001 | 03/30/2011 | Common Stock | 3,0 |
| Non-Employee Director Stock Option (right to buy)  | \$ 62.15  | 05/30/2008 | D | 2,051 | 09/27/2002 | 03/27/2012 | Common Stock | 2,0 |
| Non-Employee Director Stock Option (Right to Buy)  | \$ 66.7   | 05/30/2008 | D | 1,911 | 09/26/2003 | 03/27/2013 | Common Stock | 1,9 |
| Non-Employee Director Stock Options (right to buy) | \$ 60.05  | 05/30/2008 | D | 312   | 11/30/2002 | 05/31/2012 | Common Stock | 3   |
| Non-Employee Director Stock Options (Right to buy) | \$ 63.93  | 05/30/2008 | D | 293   | 02/28/2003 | 08/31/2012 | Common Stock | 29  |
| Non-Employee Director Stock Options (Right to buy) | \$ 64     | 05/30/2008 | D | 292   | 05/30/2003 | 11/30/2012 | Common Stock | 29  |
| Non-Employee Director Stock Options (right         | \$ 62.64  | 05/30/2008 | D | 299   | 08/28/2003 | 02/28/2013 | Common Stock | 29  |

to buy)

|   |           |            |   |       |            |            |                 |     |
|---|-----------|------------|---|-------|------------|------------|-----------------|-----|
| Non-Emp. Dir.<br>Restr. Stock<br>Units        | (2)       | 05/30/2008 | D | 517   | 09/30/2004 | 09/30/2004 | Common<br>Stock | 5   |
| non-emp. dir.<br>restr. stock<br>units        | (2)       | 05/30/2008 | D | 701   | 10/07/2005 | 10/07/2005 | Common<br>Stock | 7   |
| Non-Emp. Dir.<br>Restricted<br>Stock Units    | (2)       | 05/30/2008 | D | 483   | 10/11/2006 | 10/11/2006 | Common<br>Stock | 4   |
| non-emp. dir.<br>restricted stock<br>units    | (2)       | 05/30/2008 | D | 506   | 10/18/2007 | 10/18/2007 | Common<br>Stock | 5   |
| Non-emp. dir.<br>stock options<br>(rt to buy) | \$ 99.04  | 05/30/2008 | D | 189   | 11/30/2005 | 05/31/2015 | Common<br>Stock | 1   |
| non-emp. dir.<br>stock options<br>(rt to buy) | \$ 157.02 | 05/30/2008 | D | 1,200 | 10/18/2007 | 04/18/2017 | Common<br>Stock | 1,2 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NICKELL FRANK T<br>C/O KELSO & COMPANY<br>320 PARK AVENUE, 24TH FLOOR<br>NEW YORK, NY 10022 | X             |           |         |       |

## Signatures

/s/ Nickell,  
Frank T. 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 7,287 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 112 Restricted Stock Units of JPMorgan Chase.
- (4) The Restricted Stock Units were converted in the merger into 152 Restricted Stock Units of JPMorgan Chase.
- (5) The Restricted Stock Units were converted in the merger into 105 Restricted Stock Units of JPMorgan Chase.

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- (6) The Restricted Stock Units were converted in the merger into 109 Restricted Stock Units of JPMorgan Chase.
- (7) This option was converted in the merger into an option to purchase 41 shares of JPMorgan Chase common stock for \$455.29 per share.
- (8) This option was converted in the merger into an option to purchase 261 shares of JPMorgan Chase common stock for \$721.83 per share.
- (9) This option was converted in the merger into an option to purchase 52 shares of JPMorgan Chase common stock for \$355.22 per share.
- (10) This option was converted in the merger into an option to purchase 58 shares of JPMorgan Chase common stock for \$321.70 per share.
- (11) This option was converted in the merger into an option to purchase 56 shares of JPMorgan Chase common stock for \$333.10 per share.
- (12) This option was converted in the merger into an option to purchase 46 shares of JPMorgan Chase common stock for \$403.81 per share.
- (13) This option was converted in the merger into an option to purchase 324 shares of JPMorgan Chase common stock for \$403.07 per share.
- (14) This option was converted in the merger into an option to purchase 50 shares of JPMorgan Chase common stock for \$372.64 per share.
- (15) This option was converted in the merger into an option to purchase 46 shares of JPMorgan Chase common stock for \$404.17 per share.
- (16) This option was converted in the merger into an option to purchase 41 shares of JPMorgan Chase common stock for \$448.58 per share.
- (17) This option was converted in the merger into an option to purchase 40 shares of JPMorgan Chase common stock for \$457.41 per share.
- (18) This option was converted in the merger into an option to purchase 444 shares of JPMorgan Chase common stock for \$455.45 per share.
- (19) This option was converted in the merger into an option to purchase 40 shares of JPMorgan Chase common stock for \$462.01 per share.
- (20) This option was converted in the merger into an option to purchase 36 shares of JPMorgan Chase common stock for \$510.23 per share.
- (21) This option was converted in the merger into an option to purchase 30 shares of JPMorgan Chase common stock for \$618.03 per share.
- (22) This option was converted in the merger into an option to purchase 309 shares of JPMorgan Chase common stock for \$654.48 per share.
- (23) This option was converted in the merger into an option to purchase 30 shares of JPMorgan Chase common stock for \$614.86 per share.
- (24) The Restricted Stock Units were converted in the merger into 145 Restricted Stock Units of JPMorgan Chase.
- (25) This option was converted in the merger into an option to purchase 652 shares of JPMorgan Chase common stock for \$190.78 per share.
- (26) This option was converted in the merger into an option to purchase 652 shares of JPMorgan Chase common stock for \$210.27 per share.
- (27) This option was converted in the merger into an option to purchase 446 shares of JPMorgan Chase common stock for \$285.71 per share.
- (28) This option was converted in the merger into an option to purchase 415 shares of JPMorgan Chase common stock for \$306.61 per share.
- (29) This option was converted in the merger into an option to purchase 67 shares of JPMorgan Chase common stock for \$276.05 per share.
- (30) This option was converted in the merger into an option to purchase 63 shares of JPMorgan Chase common stock for \$293.89 per share.
- (31) This option was converted in the merger into an option to purchase 63 shares of JPMorgan Chase common stock for \$294.21 per share.
- (32) This option was converted in the merger into an option to purchase 65 shares of JPMorgan Chase common stock for \$287.96 per share.

### Remarks:

Form 1 of 2

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.