

BEAR STEARNS COMPANIES INC

Form 4

November 23, 2004

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

OMB
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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)
11/17/2004

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

NEW YORK, NY 10179

(City) (State) (Zip)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/17/2004		J ⁽¹⁾		85,578	D	\$ 0
Common Stock					100	I	
Common Stock					29,764	I	

By
Custodian
For Child

By Trust

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**

SEC 1474
(9-02)

**required to respond unless the form
displays a currently valid OMB control
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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
CAP Units (1999)	\$ 0	11/17/2004		<u>J(2)</u>	34,320	11/30/2004	11/30/2004	Common Stock	34,320
CAP Units (2000)	\$ 0	11/17/2004		<u>J(2)</u>	31,689	11/30/2005	11/30/2005	Common Stock	31,689
CAP Units (2001)	\$ 0	11/17/2004		<u>J(2)</u>	4,310	11/30/2006	11/30/2006	Common Stock	4,310
CAP Units (2002)	\$ 0	11/17/2004		<u>J(2)</u>	13,528	11/30/2007	11/30/2007	Common Stock	13,528
CAP Units 2003	\$ 0	11/17/2004		<u>J(2)</u>	14,668	11/30/2008	11/30/2008	Common Stock	14,668
Emp. Stock Option (Right to Buy)	\$ 73.75	11/17/2004		<u>J(2)</u>	30,118	12/15/2006	12/15/2013	Common Stock	30,118
Employee Stock Option (Right to Buy)	\$ 38.75	11/17/2004		<u>J(2)</u>	8,026	01/10/2003	01/10/2010	Common Stock	8,026
Employee Stock Option (Right to Buy)	\$ 49.63	11/17/2004		<u>J(2)</u>	10,381	12/11/2003	12/11/2010	Common Stock	10,381
Employee Stock Option (Right to	\$ 56.88	11/17/2004		<u>J(2)</u>	3,952	12/17/2004	12/17/2011	Common Stock	3,952

Buy)

Employee

Stock

Option	\$ 64	11/17/2004	J(2)	8,500	11/30/2005	11/30/2012	Common Stock	8,500
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(Right to
Buy)

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

/s/ Lehman,
Mark E. 11/23/2004

__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) On November 17, 2004, the Reporting Person transferred 85,578 shares of the Company's common stock to his wife pursuant to a Property Settlement Agreement.

- 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.
- (2)

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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