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BEAR STEARNS COMPANIES INC

Form 8-K

January 26, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K
Current Report

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 20, 2006

THE BEAR STEARNS COMPANIES INC.

(Exact name of registrant as specified in its charter)

DELAWARE ----- (State or other jurisdiction of incorporation)	File No. 1-8989 ----- (Commission File Number)	13-3286161 ----- (IRS Employer Identification Number)
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383 Madison Avenue, New York, New York 10179

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (212) 272-2000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR
230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR
240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange
Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange
Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

Filed herewith are copies of:

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- (a) Form of Medium-Term Note, Series B (Principal Protected Notes, Linked to the Decline, if any, in the Value of the Japanese Yen Against the United States Dollar, Due July 25, 2007).
- (b) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences described in the Pricing Supplement, dated January 20, 2006, to the Prospectus Supplement and the Prospectus, each dated February 2, 2005, included in the Registration Statement on Form S-3 filed by the Company (Registration No. 333-121744).
- (c) Consent of Cadwalader, Wickersham & Taft LLP.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

The following exhibits are incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-121744) as exhibits to such Registration Statement:

- 4(b) (20) Form of Medium-Term Note, Series B (Principal Protected Notes, Linked to the Decline, if any, in the Value of the Japanese Yen Against the United States Dollar, Due July 25, 2007).
- 8(a) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences.
- 23(c) Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 8(a)).

-2-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE BEAR STEARNS COMPANIES INC.

By: /s/ Jeffrey M. Farber

Jeffrey M. Farber
Controller
(Principal Accounting Officer)

Dated: January 26, 2006

-3-

THE BEAR STEARNS COMPANIES INC.

FORM 8-K

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Edgar Filing: BEAR STEARNS COMPANIES INC - Form 8-K

EXHIBIT INDEX

Exhibit No. -----	Description -----
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23(c)	Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 8(a)).

-4-