

BEAR STEARNS COMPANIES INC
 Form 4/A
 March 11, 2005

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 *
 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)
 02/14/2005

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

NEW YORK, NY 10179

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/16/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
CAP Units (1999)	<u>(1)</u>	02/14/2005	<u>A(2)</u>		4,921		11/30/2004	11/30/2004	Common Stock	4,921
CAP Units (1999)	<u>(1)</u>	02/14/2005	<u>J(3)</u>			2,460	11/30/2004	11/30/2004	Common Stock	2,460
CAP Units (2000)	<u>(1)</u>	02/14/2005	<u>A(2)</u>		4,543		11/30/2005	11/30/2005	Common Stock	4,543
CAP Units (2000)	<u>(1)</u>	02/14/2005	<u>J(3)</u>			2,271	11/30/2005	11/30/2005	Common Stock	2,271
CAP Units (2001)	<u>(1)</u>	02/14/2005	<u>A(2)</u>		614		11/30/2006	11/30/2006	Common Stock	614
CAP Units (2001)	<u>(1)</u>	02/14/2005	<u>J(3)</u>			307	11/30/2006	11/30/2006	Common Stock	307
CAP Units (2002)	<u>(1)</u>	02/14/2005	<u>A(2)</u>		1,939		11/30/2007	11/30/2007	Common Stock	1,939
CAP Units (2002)	<u>(1)</u>	02/14/2005	<u>J(3)</u>			969	11/30/2007	11/30/2007	Common Stock	969
CAP Units 2003	<u>(1)</u>	02/14/2005	<u>A(2)</u>		2,103		11/30/2008	11/30/2008	Common Stock	2,103
CAP Units 2003	<u>(1)</u>	02/14/2005	<u>J(3)</u>			1,051	11/30/2008	11/30/2008	Common Stock	1,051

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

02/15/2005

**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) This type of derivative security typically does not have a conversion or exercise price

(2) CAP Units credited to Reporting Person's account (as of 2/14/05) based on Fiscal Year 2004 Net Earnings Adjustments pursuant to the Issuer's Capital Accumulation Plan for Senior Managing Directors (CAP Plan); exempt under Rule 16b-3.

The CAP Units were granted to the Reporting Person. On 11/17/04, the Reporting Person transferred the economic benefit of 1/2 of the CAP Units to his wife pursuant to a Property Settlement Agreement. Pursuant to the Property Settlement Agreement, the Reporting

(3) Person is deemed to hold 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 vesting of the CAP Units and may be deemed the indirect beneficial owner of 1/2 of the CAP Units. The Reporting Person disclaims beneficial ownership of 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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