

BEAR STEARNS COMPANIES INC
 Form 4
 March 28, 2003
 SEC Form 4

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|--|---|---|--|
| <p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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(f) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5</p> | |
| <p>1. Name and Address of Reporting Person* Nickell, Frank T.</p> <hr/> <p>(Last) (First) (Middle) c/o Kelso & Company 320 Park Avenue, 24th floor</p> <hr/> <p>(Street) New York, NY 10022</p> <hr/> <p>(City) (State) (Zip) U.S.A.</p> | <p>2. Issuer Name and Ticker or Trading Symbol The Bear Stearns Companies Inc. BSC</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Year) March 26, 2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer _____ Other Officer/Other Description _____</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p> |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Month (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/D Price | | | |
| | | | | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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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 | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable(DE) and Expiration Date(ED) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially | 10. Ownership Form of | 11. Nature of Indirect Beneficial Ownership |
|--|------------------------------------|---------------------|---------------------|------------------------------------|---|--|---------------------------------|---|-----------------------|---|
| | | | | | | | | | | |

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| | Derivative Security | (Month/Day/Year) | and Voluntary (V) Code (Instr.8) | Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | (Month/Day/Year) | (Instr. 3 and 4) | (Instr.5) | Owned at End of Month (Instr.4) | Derivative Security: Direct (D) or Indirect (I) | (Instr.4) |
|--|---------------------|------------------|----------------------------------|--|-------------------------|----------------------|-----------|---------------------------------|---|-----------|
| | | | | | | | | | | |
| | | | | | (DE) (ED) | | | | | |
| | | | Code V | | | | | | | |
| Non-Employee Director Restricted Stock Units | \$0.0000 | 03/26/2003 | A (I) | (A) 637 | 09/26/2003 09/26/2003 | Common Stock - 637 | | 637 | D | |
| Non-Employee Director Stock Option (Right to Buy) | \$66.7000 | 03/26/2003 | A | (A) 1,911 | 09/26/2003 03/27/2013 | Common Stock - 1,911 | | 1,911 | D | |
| | | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts **By: Frank T. Nickell**

constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

** Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

Power of Attorney

See Instruction 6 for procedure.

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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.

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FOOTNOTE Descriptions for The Bear Stearns Companies Inc. BSC

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**Frank T. Nickell
c/o Kelso & Company
320 Park Avenue, 24th floor
New York, NY 10022**

Explanation of responses:

(1) Grant of Restricted Stock Units to Non-Employee Directors as of March 26, 2003, pursuant to the Issuer's Non-Employee Director Stock Option and Stock Unit

Plan; exempt under Rule 16b-3.

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