HARRINGTON DONALD J

Form 4 July 28, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

January 31, 2005

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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

1(b).

Common

Stock

07/28/2005

07/28/2005

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HARRINGTON DONALD J Issuer Symbol BEAR STEARNS COMPANIES (Check all applicable) INC [BSC] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) C/O ST. JOHNS 07/28/2005 UNIVERSITY, 8000 UTOPIA **PARKWAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting JAMAICA, NY 11439 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Indirect (I) Following (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common 07/28/2005 $M^{(1)}$ \$45.74 2,056 D 2,000 Α Stock Common 07/28/2005 S 100 D 1.956 D Stock Common S 200 D 07/28/2005 D 1,756 Stock

S

S

600

800

D

D

102.95

1,156

356

D

D

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Common \$ 102.94 Common Stock S 300 D \$ 102.91 56 D

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

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SEC 1474

(9-02)

Stock

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. Transactio Code (Instr. 8)	5. Number opposed of Securities Acquired (A) or Disposed of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
	j				(D)	. 3, 4,				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
Non-Employee Director Stock	\$ 45.74	07/28/2005		M <u>(1)</u>		2,000	03/30/2001	03/30/2011	Common	2,

Reporting Owners

Option

Reporting Owner Name / Addre	ss	Relationships						
	Director	10% Owner	Officer	Other				
HARRINGTON DONALD J C/O ST. JOHNS UNIVERSIT 8000 UTOPIA PARKWAY JAMAICA, NY 11439	TY X							
Signatures								
/s/ Harrington,	07/28/2005							

Donald J.

**Signature of Reporting Person

Date

Reporting Owners 2

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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) Exercise of Employee Stock Option (Right to Buy) granted 03/30/2001 and distribution of common stock to Reporting Person pursuant to Issuer's Stock Award Plan, exempt under Rule 16b-3.

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.