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BEAR STEARNS COMPANIES INC
Form 8-K
April 06, 2005

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): March 28, 2005

THE BEAR STEARNS COMPANIES INC.
(Exact name of registrant as specified in its charter)

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

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Filed herewith are copies of:

- (a) Form of Medium-Term Note, Series B (Principal Protected 2.00% Coupon Notes Linked to the S&P 500(R) Index Due September 30, 2010).
- (b) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences described in the Pricing Supplement, dated March 28, 2005, 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. 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 2.00% Coupon Notes Linked to the S&P 500(R) Index Due September 30, 2010).
- 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)).

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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: April 5, 2005

THE BEAR STEARNS COMPANIES INC.

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CURRENT REPORT

EXHIBIT INDEX

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