

HARRINGTON DONALD J
 Form 4
 July 28, 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 *
 HARRINGTON DONALD J

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 ST. JOHNS UNIVERSITY, 8000 UTOPIA PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
 07/28/2005

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

(Street)
 JAMAICA, NY 11439

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

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		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	Price			
Common Stock	07/28/2005		M ⁽¹⁾		2,000	A \$ 45.74	2,056	D	
Common Stock	07/28/2005		S		100	D \$ 102.98	1,956	D	
Common Stock	07/28/2005		S		200	D \$ 102.95	1,756	D	
Common Stock	07/28/2005		S		600	D \$ 102.95	1,156	D	
	07/28/2005		S		800	D	356	D	

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Common Stock						\$			
									102.94
Common Stock	07/28/2005		S	300	D	\$		56	D
									102.91

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

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Am or Nur of Sha	
						Date Exercisable	Expiration Date	Title	Am or Nur of Sha
						Code	V (A) (D)		
Non-Employee Director Stock Option	\$ 45.74	07/28/2005		M ⁽¹⁾	2,000	03/30/2001 03/30/2011	Common Stock	2,	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARRINGTON DONALD J
C/O ST. JOHNS UNIVERSITY
8000 UTOPIA PARKWAY
JAMAICA, NY 11439

X

Signatures

/s/ Harrington,
Donald J. 07/28/2005

**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) 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.

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