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BEAR STEARNS COMPANIES INC

Form S-8

March 25, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 25, 2003
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

THE BEAR STEARNS COMPANIES INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

13-3286161
(I.R.S. Employer Identification No.)

383 MADISON AVENUE
NEW YORK, NEW YORK 10179
(212) 272-2000
(Address, including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

THE BEAR STEARNS COMPANIES INC.
CAPITAL ACCUMULATION PLAN
FOR SENIOR MANAGING DIRECTORS
(Full Title of the Plan)

SAMUEL L. MOLINARO JR.
EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
THE BEAR STEARNS COMPANIES INC.
383 MADISON AVENUE
NEW YORK, NEW YORK 10179
(212) 272-2000
(Name, Address, including Zip Code, and Telephone Number,
including Area Code, of Agent For Service)

COPIES TO:
DENNIS J. BLOCK, ESQ.
CADWALADER, WICKERSHAM & TAFT LLP
100 MAIDEN LANE
NEW YORK, NEW YORK 10038
(212) 504-6000

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

March 25, 2003

YOU SHOULD ONLY RELY ON THE INFORMATION INCORPORATED BY REFERENCE OR PROVIDED IN THIS PROSPECTUS OR ANY SUPPLEMENT. WE HAVE NOT AUTHORIZED ANYONE ELSE TO PROVIDE YOU WITH DIFFERENT INFORMATION. THE COMMON STOCK IS NOT BEING OFFERED IN ANY STATE WHERE THE OFFER IS NOT PERMITTED. YOU SHOULD NOT ASSUME THAT THE INFORMATION IN THIS PROSPECTUS OR ANY SUPPLEMENT IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE ON THE FRONT OF THOSE DOCUMENTS.

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WHERE YOU CAN FIND MORE INFORMATION

We file current, annual and quarterly reports, proxy statements and other information required by the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with the Securities and Exchange Commission (the "SEC"). You may read and copy any of these filed documents at the SEC's public reference rooms located at 450 Fifth Street, N.W., Washington, D.C. 20549 and at Northwest Atrium Center, 5000 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Our SEC filings are also available to the public from the SEC's web site at <http://www.sec.gov>. Copies of these reports, proxy statements and other information can also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

Our website is <http://www.bearstearns.com>. We make available free of charge on our website our annual reports on Form 10-K; quarterly reports on Form 10-Q and any amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC.

We have filed with the SEC a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the Common Stock. This prospectus, which constitutes a part of that Registration Statement, does not include all the information contained in that Registration Statement and its exhibits. For

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further information with respect to the Company and the Common Stock, you should consult the Registration Statement and its exhibits. Statements contained in this prospectus concerning the provisions of any documents are necessarily summaries of those documents, and each statement is qualified in its entirety by reference to the copy of the document filed with the SEC. The Registration Statement and any of its amendments, including exhibits filed as a part of the Registration Statement or an amendment to the Registration Statement, are available for inspection and copying through the entities listed above.

The SEC allows us to "incorporate by reference" the information that we file with them, which means that we can disclose important information to you by referring you to the other information we have filed with the SEC. The information that we incorporate by reference is considered to be part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information.

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The following documents filed by us with the SEC pursuant to Section 13 of the Exchange Act (File No. 1-8989) and any future filings under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act made before the termination of the offering are incorporated by reference:

(i) the Annual Report on Form 10-K (including the portions of the Company's Annual Report to Stockholders and Proxy Statement incorporated by reference therein) for the fiscal year ended November 30, 2002;

(ii) the Current Reports on Form 8-K dated December 18, 2002, December 18, 2002, December 20, 2002, January 8, 2003, January 14, 2003, January 30, 2003, February 11, 2003, February 11, 2003, February 24, 2003 and March 19, 2003; and

(iii) the description of the Common Stock, which is registered under Section 12 of the Exchange Act, set forth under the caption "Description of Capital Stock" contained in the Company's Registration Statement on Form 10, dated September 19, 1985.

We will provide to you without charge a copy of any or all documents incorporated by reference into this prospectus except the exhibits to such documents (unless such exhibits are specifically incorporated by reference in such documents). You may request copies by writing or telephoning us at our Investor Relations Department, The Bear Stearns Companies Inc., 383 Madison Avenue, New York, New York 10179; telephone number (212) 272-2000.

FORWARD-LOOKING STATEMENTS

Certain statements included in or incorporated by reference into this prospectus including (without limitation) certain matters discussed under "Legal Proceedings," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quantitative and Qualitative Disclosures about Market Risk" included in or incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended November 30, 2002, which has been filed with the SEC, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements concerning management's expectations, strategic objectives, business prospects, anticipated economic performance and financial condition and other similar matters are subject to risks and uncertainties, which could cause actual results to differ materially from those discussed in the forward-looking statements. Forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in our

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expectations or any change in events, conditions or circumstances on which the forward-looking statement is based.

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CERTAIN DEFINITIONS

Unless otherwise stated in this prospectus:

- o the "Company," "we," "us," and "our" refer to The Bear Stearns Companies Inc. and its subsidiaries;
- o "AMEX" refers to the American Stock Exchange LLC;
- o "Bear Stearns" refers to Bear, Stearns & Co. Inc.;
- o "BSB" refers to Bear Stearns Bank plc;
- o "BSSC" refers to Bear, Stearns Securities Corp.;
- o "BSIL" refers to Bear, Stearns International Limited;
- o "Common Stock" refers to the Common Stock, par value \$1.00 per share, of The Bear Stearns Companies Inc.;
- o "ISE" refers to the International Securities Exchange;
- o "NASD" refers to the National Association of Securities Dealers, Inc.; and
- o "NYSE" refers to the New York Stock Exchange, Inc.

Bear Stearns, BSB, BSSC and BSIL are subsidiaries of The Bear Stearns Companies Inc.

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THE COMPANY

We are a holding company that, through our subsidiaries, principally Bear Stearns, BSSC, BSIL and BSB, is a leading investment banking, securities and derivatives trading, clearance and brokerage firm serving corporations, governments, institutional and individual investors worldwide. BSSC, a subsidiary of Bear Stearns, provides professional and correspondent clearing services, in addition to clearing and settling customer transactions and certain of our proprietary transactions. Our business includes:

- o market-making and trading in US government, government agency, corporate debt and equity, mortgage-related, asset-backed, municipal securities and high yield products;
- o trading in options, futures, foreign currencies, interest rate swaps and other derivative products;
- o securities, options and futures brokerage;
- o providing securities clearance services;
- o managing equity and fixed income assets for institutional and individual clients;

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- o financing customer activities;
- o securities lending;
- o securities and futures arbitrage;
- o involvement in specialist activities on the NYSE, AMEX and ISE;
- o underwriting and distributing securities;
- o arranging for the private placement of securities;
- o assisting in mergers, acquisitions, restructurings and leveraged transactions;
- o making principal investments in leveraged acquisitions;
- o engaging in commercial real estate activities;
- o investment management and advisory services; and
- o fiduciary, custody, agency and securities research services.

Our business is conducted:

- o from our principal offices in New York City;
- o from domestic regional offices in Atlanta, Boston, Chicago, Dallas, Denver, Los Angeles, San Francisco and San Juan;
- o from representative offices in Beijing, Herzliya, Hong Kong, Sao Paulo and Shanghai;
- o through international offices in Dublin, Hong Kong, London, Lugano, Milan, Singapore and Tokyo; and

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- o through joint ventures with other firms in Belgium, Greece, Spain, and Sweden.

Our international offices provide services and engage in investment activities involving foreign clients and international transactions. Additionally, certain of these foreign offices provide services to US clients. We provide trust company and clearance services through our subsidiary, Custodial Trust Company, which is located in Princeton, New Jersey.

Bear Stearns and BSSC are broker-dealers registered with the SEC. Additionally, Bear Stearns is registered as an investment adviser with the SEC. Bear Stearns and/or BSSC are also members of the NYSE, all other principal US securities and futures exchanges, the NASD, the Commodity Futures Trading Commission, the National Futures Association and the ISE. Bear Stearns is a "primary dealer" in US government securities, as designated by the Federal Reserve Bank of New York.

BSIL is a full service broker-dealer based in London and among other European exchanges, is a member of Eurex Deutschland, the International Petroleum Exchange, Euronext Liffe, Euronext Paris and NASDAQ Europe. BSIL is supervised by and is regulated in accordance with the rules of the Financial Services Authority.

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BSB is an Ireland-based bank, which was registered in 1996 and subsequently granted a banking license under the Irish Central Bank Act, 1971. BSB allows our existing and prospective clients the opportunity of dealing with a banking counterparty.

We are incorporated in the State of Delaware. Our principal executive office is located at 383 Madison Avenue, New York, New York 10179; our telephone number is (212) 272-2000.

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SELLING STOCKHOLDERS

This prospectus relates to shares of Common Stock that have been acquired by the Selling Stockholders named below pursuant to our Capital Accumulation Plan for Senior Managing Directors.

Each of the Selling Stockholders is an employee of the Company or one of its subsidiaries and is a Senior Managing Director of Bear Stearns. The following table sets forth:

- o the name and principal position or positions over the past three years with the Company of each Selling Stockholder (other than such Selling Stockholder's current position as a Senior Managing Director of Bear Stearns);
- o the number of shares of Common Stock each Selling Stockholder beneficially owned as of March 17, 2003;
- o the number of shares of Common Stock acquired by each Selling Stockholder pursuant to our Capital Accumulation Plan for Senior Managing Directors and being registered under this Registration Statement, some or all of which shares may be sold pursuant to this prospectus; and
- o the number of shares of Common Stock and the percentage, if 1% or more, of the total class of Common Stock outstanding to be beneficially owned by each Selling Stockholder following this offering, assuming the sale pursuant to this offering of all shares acquired by such Selling Stockholder pursuant to our Capital Accumulation Plan for Senior Managing Directors and registered under this Registration Statement.

There is no assurance that any of the Selling Stockholders will sell any or all of the shares offered by them under this Registration Statement. The address of each Selling Stockholder is c/o The Bear Stearns Companies Inc., 383 Madison Avenue, New York, New York 10179.

This table reflects all Selling Stockholders who are eligible to resell and the number of shares available to be resold by such Selling Stockholders.

SELLING STOCKHOLDERS AND PRINCIPAL POSITIONS WITH THE COMPANY	SHARES BENEFICIALLY OWNED		SHARES COVERED BY THIS PROSPECTUS		SHARES BENEFICIALLY OWNED AFTER THIS OFFERING	
	(1)	(2) (3)	PROSPECTUS	NUMBER	PERCENT	
Michael J. Abatemarco	32,357		376	31,981		*
Paul Abecassis	2,523		2,155	368		*
Michael Alix	778		778	0		*
Edward Almeida	19,964		900	19,064		*

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Raymond Aronson	2,593	344	2,249	*
Perrin Arturi	9,897	2,081	7,816	*
Elliott Baim	2,511	917	1,594	*
J. Bradford Barnes	1,824	1,287	537	*
Steven L. Begleiter	10,671	5,623	5,048	*
Shelley Bergman	991	987	4	*
Jeffrey C. Bernstein	22,635	968	21,667	*
Robert Bicknese	3,321	968	2,353	*

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SELLING STOCKHOLDERS AND PRINCIPAL POSITIONS WITH THE COMPANY	SHARES			SHARES BENEFICIALLY OWNED	
	BENEFICIALLY COVERED BY OWNED			AFTER THIS OFFERING	
	(1)	(2)	(3)	NUMBER	PERCENT
Steve Binder	3,083		1,884	1,199	*
Barbara Bishop	4,703		269	4,434	*
Kathryn R. Booth	27,473		2,289	25,184	*
Denis Bovin	28,873		6,931	21,942	*
Stanley Brach	16,740		512	16,228	*
Kurt Butenhoff	12,899		1,198	11,701	*
Damion Carufe	2,708		1,104	1,604	*
James E. Cayne (4) Chairman of the Board Chief Executive Officer	4,804,994		35,663	4,769,331	4.83%
Vincent M. Cazzetta	3,056		130	2,926	*
Daniel A. Celentano	5,078		545	4,533	*
Pasquale CeStaro, III	38,609		1,363	37,246	*
Peter Cherasia (a)	61,025		10,204	50,821	*
John Chimento	4,107		655	3,452	*
Ralph R. Cioffi	38,428		7,425	31,003	*
Michael Cohen	4,154		969	3,185	*
David S. Connelly	1,508		1,478	30	*
Kathleen Costine	4,604		712	3,892	*
Paul Croitoroo	3,911		726	3,185	*
Peter Croncota	14,107		1,867	12,240	*
Steven M. Dantus (5)	11,422		2,638	8,784	*
Geryl Darington	1,784		295	1,489	*
Wendy de Monchaux	27,803		8,790	19,013	*
Andrew Decker	1,958		1,562	396	*
Vincent Dicks	2,194		601	1,593	*
John Doyle	1,190		862	328	*
Kenneth L. Edlow Secretary	187,513		5,334	182,179	*
James Egan	1,551		1,551	0	*
Christopher Engdall	1,588		185	1,403	*
Yan Erlikh	59,307		7,677	51,630	*
Michael Fedak	7,946		1,339	6,607	*
James A. Ferency	926		712	214	*
Marc Feuer	11,183		528	10,655	*
William Finn	48,941		773	48,168	*
Barry Fleischer	3,058		2	3,056	*
Nelson Fleishman	2,870		480	2,390	*
Thomas M. Flexner	4,252		2,671	1,581	*
Kevin Flynn	3,355		2,611	744	*
Robert Foran	1,330		1,330	0	*
Doni Fordyce	807		807	0	*
Michael Frankel	37,402		362	37,040	*

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Paul M. Friedman	2,325	1,318	1,007	*
William A. Fritz III	545	545	0	*

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SELLING STOCKHOLDERS AND PRINCIPAL POSITIONS WITH THE COMPANY	SHARES		SHARES BENEFICIALLY OWNED	
	BENEFICIALLY OWNED		AFTER THIS OFFERING	
	(1)	(2) (3)	NUMBER	PERCENT
Barry Ganz	4,663	1,028	3,635	*
Bruce E. Geismar (a) (6)	71,728	3,042	68,686	*
David H. Glaser	33,007	3,598	29,409	*
Lesley D. Goldwasser	10,444	10,444	0	*
Alan C. Greenberg Chairman of the Executive Committee	27,459	17,459	10,000	*
Timothy Greene	8,975	1,525	7,450	*
Kevin Gruneich	149,095	8,751	140,344	*
Robert Gubitosi	1,971	684	1,287	*
Andrew E. Haas (7)	51,781	9,676	42,105	*
Gregory A. Hanley	6,826	1,932	4,894	*
Robert Harteveltd	38,466	4,983	33,483	*
Cory Hechler	2,495	1,394	1,101	*
Ronald Hersch	1,235	1,235	0	*
Kent Hiteshew	1,558	601	957	*
Daniel Hoffman	10,867	2,301	8,566	*
Marjorie Hogan	16,928	1,228	15,700	*
John Howard	9,981	640	9,341	*
Michael Hyatt	75,346	616	74,730	*
Robert B. Jackman	232,306	1,512	230,794	*
Ron Jacoby	3,381	1,639	1,742	*
Patricia Jehle	2,933	2,763	170	*
William M. Jennings	327,510	1,186	326,324	*
Michael Josephson	51,147	993	50,154	*
Raymond Katz	2,671	2,671	0	*
Daniel L. Keating (a)	140,145	2,337	137,808	*
Frederick N. Khedouri	22,305	5,365	16,940	*
John Knight	328	328	0	*
Lawrence Kohn	10,549	593	9,956	*
Kenneth Kopelman	2,503	246	2,257	*
John Y. Koren	33,135	1,996	31,139	*
Mark A. Kurland	8,229	3,179	5,050	*
Pascal Lambert	7,297	318	6,979	*
Andrew Lawrence	108,271	331	107,940	*
Joseph C. Leach	4,926	491	4,435	*
Mark E. Lehman (8) Executive Vice President General Counsel	130,669	4,978	125,691	*
Frederick Leuffer	50,864	1,878	48,986	*
Michael Levine	19,971	5,738	14,233	*
Marshall J Levinson (9) Controller	734	434	300	*
David A. Liebowitz	193,048	12,480	180,568	*
Bruce M. Lisman	168,622	4,873	163,749	*

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SELLING STOCKHOLDERS AND PRINCIPAL POSITIONS WITH THE COMPANY	SHARES		SHARES BENEFICIALLY OWNED	
	BENEFICIALLY OWNED		AFTER THIS OFFERING	
	(1)	(2) (3)	NUMBER	PERCENT
Roland N. Livney	37,983	6,181	31,802	*
Michael A. Lorig	83,385	510	82,875	*
Robert Lunder	12,016	1,164	10,852	*
Aaron C. Lupuloff	2,250	640	1,610	*
Ralph Mack	43,402	4,434	38,968	*
David Malpass	4,894	822	4,072	*
Thomas Marano	27,933	5,990	21,943	*
Michael J. Margolis	763	759	4	*
Alberto Mariaca	3,434	508	2,926	*
David Marren	14,341	1,525	12,816	*
Donald A. Martocchio	21,766	2,317	19,449	*
George J. Mason	4,015	305	3,710	*
Jeffrey A. Mayer	9,931	9,646	285	*
Patricia McConnell	4,266	490	3,776	*
James McKenna	68,463	4,219	64,244	*
William D. McLaughlin	2,479	1,759	720	*
Jeffrey Mehl	35,447	1,562	33,885	*
Richard L. Metrick	4,117	4,116	1	*
Steven Meyer	10,578	4,154	6,424	*
Michael Minikes (a) (10) Treasurer	327,737	8,079	319,658	*
Samuel L. Molinaro, Jr. Executive Vice President Chief Financial Officer	25,747	821	24,926	*
Dominick Mondì	4,672	646	4,026	*
Robert E. Morie Jr.	7,220	737	6,483	*
Gordon M. Morse	578	578	0	*
Timothy Murray	1,446	348	1,098	*
Steven B. Nakovich	3,762	849	2,913	*
Andrew Neff	21,309	2,671	18,638	*
Michael Nierenberg	3,667	3,252	415	*
James Nish	2,155	2,155	0	*
Fares Noujaim	8,643	7,769	874	*
Timothy O'Neill	39,579	1,706	37,873	*
Craig M. Overlander	8,943	5,936	3,007	*
Aldo Parcesepe	190,452	2,007	188,445	*
Stephen Parish	3,672	1,042	2,630	*
David Pollock	2,704	1,094	1,610	*
W. Preston Raisin	3,317	2,578	739	*
Stephen E. Raphael	4,797	2,565	2,232	*
Robert Reitzes	32,574	2,139	30,435	*
Joseph P. Riccardo	4,753	3,227	1,526	*
Lou Rosenfeld	2,708	2,494	214	*
Robert Rotanz	4,881	1,596	3,285	*
Michael Saperstein (11)	526,670	46	526,624	*

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SELLING STOCKHOLDERS AND PRINCIPAL POSITIONS WITH THE COMPANY	SHARES		SHARES BENEFICIALLY OWNED	
	BENEFICIALLY OWNED		AFTER THIS OFFERING	
	(1)	(2) (3)	NUMBER	PERCENT

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George Sarner	172,076	176	171,900	*
Kenneth Savio	57,931	1,562	56,369	*
Steven Scari	21,754	736	21,018	*
Joel S. Schlesinger	41,318	1,521	39,797	*
David Schoenthal	547	532	15	*
Clark Schubach	28,995	435	28,560	*
Alan D. Schwartz	789,481	27,491	761,990	*
President				
Co-Chief Operating Officer				
Robert J. Schwartz	6,151	323	5,828	*
Robert Seyferth	604	295	309	*
Douglas Sharon	2,596	1,033	1,563	*
Steven Sheresky	2,490	432	2,058	*
Nathaniel Singer	2,853	629	2,224	*
Anthony P. Skvarla	22,358	264	22,094	*
Timothy Smith	11,181	1,193	9,988	*
Kevin Smyth	11,229	1,300	9,929	*
Kurt Soukup	534	24	510	*
Warren Spector (12)	133,502	33,343	100,159	*
President				
Co-Chief Operating Officer				
Daniel G. Spina	3,485	2,033	1,452	*
Kenneth Spindel	12,042	429	11,613	*
David Stafman	1,412	646	766	*
Sheldon I. Stein	3,493	3,227	266	*
Stephen M. Straty	13,085	2,300	10,785	*
Theodore H. Strauss	15,593	1,128	14,465	*
Andrew Taddei	2,281	859	1,422	*
Kok Wee Tan	25,386	643	24,743	*
Donald Tang	6,249	6,249	0	*
Michael L. Tarnopol (a)	232,557	3,556	229,001	*
Dana Telsey	2,268	2,268	0	*
Salvatore Tiano	6,396	1,564	4,832	*
John Twyman	11,929	1,738	10,191	*
Michael Urfirer	123,335	13,426	109,909	*
Jeffrey Urwin	8,461	3,872	4,589	*
Eli Wachtel	27,952	6,658	21,294	*
Dale Patrick Westhoff	27,654	2,956	24,698	*
Peter A. Williams	948	948	0	*
Michael Winter	2,031	822	1,209	*
Frederick Wise	4,401	2,661	1,740	*
James Wolfsberg	2,772	1,162	1,610	*
Bruce Wolfson	1,641	222	1,419	*

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SELLING STOCKHOLDERS AND PRINCIPAL POSITIONS WITH THE COMPANY	SHARES		SHARES BENEFICIALLY OWNED	
	BENEFICIALLY OWNED		AFTER THIS OFFERING	
	(1)	(2) (3)	NUMBER	PERCENT
Michael Zackman	10,224	656	9,568	*
Ira Zicherman	9,110	823	8,287	*
Uzi Zucker (a)	193,220	440	192,780	*

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- * Less than one (1%) percent
- (a) Former member of the Board of Directors of the Company
- (1) Nature of beneficial ownership is sole voting and investment power except as indicated in subsequent notes.
- (2) Includes shares of Common Stock owned by the Selling Stockholders through The Bear Stearns Companies Inc. Employee Stock Ownership Plan (the "ESOP"). Shares owned by the ESOP that are allocated to employees' accounts are voted on a "pass through" basis by the employees to whose accounts such shares are allocated. Shares not allocated to accounts and allocated shares for which voting directions have not been received are voted by the trustee of the ESOP in proportion to the manner in which allocated shares are directed to be voted by participants in the ESOP.
- (3) Does not include an aggregate of 26,286,881 shares underlying units credited under the Plan to the indicated individuals because such individuals neither have the present ability to direct the vote nor the ability to dispose of such shares and will not have such rights within 60 days. Does not include an aggregate of 1,582,385 shares underlying units granted under a one-time long term incentive award to the indicated individuals because such individuals neither have the present ability to direct the vote nor the ability to dispose of such shares and will not have such rights within 60 days.
- (4) Includes 45,669 shares of Common Stock owned by Mr. Cayne's wife, as to which shares Mr. Cayne disclaims beneficial ownership. Includes 258,215 shares of Common Stock held by a charitable trust, as to which shares Mr. Cayne disclaims beneficial ownership. Does not include 223,654 shares of Common Stock held by trusts established for Mr. Cayne's children, as to which shares Mr. Cayne disclaims beneficial ownership. Does not include 8,048 shares of Common Stock owned by a child of Mr. Cayne, as to which shares Mr. Cayne disclaims beneficial ownership.
- (5) Includes 22 shares of Common Stock held by Mr. Dantus as custodian for his child.
- (6) Does not include 2,394 shares of Common Stock owned by a child of Mr. Geismar, as to which shares Mr. Geismar disclaims beneficial ownership.
- (7) Includes 318 shares of Common Stock held by Mr. Haas as custodian for his children.
- (8) Does not include 29,763 shares of Common Stock held in a trust established for Mr. Lehman's wife, as to which shares Mr. Lehman disclaims beneficial ownership.
- (9) Does not include 77 shares of Common Stock held in a trust established for Mr. Levinson's daughter, as to which shares Mr. Levinson disclaims beneficial ownership.
- (10) Does not include 1,780 shares of Common Stock owned by Mr. Minikes' wife, as to which shares Mr. Minikes disclaims beneficial ownership.
- (11) Does not include 68,425 shares of Common Stock held in two trusts established for Mr. Saperstein's daughter, as to which shares Mr. Saperstein disclaims beneficial ownership.
- (12) Does not include 636 shares of Common Stock owned by Mr. Spector's wife, as to which shares Mr. Spector disclaims beneficial ownership.

PLAN OF DISTRIBUTION

Shares covered by this prospectus will be sold by the Selling Stockholders as principals for their own account. We will not receive any proceeds from sales of any shares by Selling Stockholders.

The Selling Stockholders or their pledgees, donees, transferees or other successors in interest (including Bear Stearns to the extent that shares may be sold from a margin account) may sell shares pursuant to this prospectus from time to time:

- o in transactions (including one or more block transactions) on the NYSE;
- o in the public market off the NYSE;
- o in privately negotiated transactions;
- o through put or call options transactions relating to the shares;
- o through short sales of shares; or
- o in a combination of such transactions.

Each sale may be made either at the market price prevailing at the time of sale or at a negotiated price. Sales may be made through brokers or to dealers, and such brokers or dealers may receive compensation in the form of commissions or discounts not exceeding those customary in similar transactions. Any shares covered by this prospectus that qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than pursuant to this prospectus. All expenses of registration incurred in connection with this offering are being borne by the Company, but all brokerage commissions and other expenses incurred by a Selling Stockholder will be borne by that Selling Stockholder.

The Selling Stockholders and any dealer acting in connection with the offering or any broker executing a sell order on behalf of a Selling Stockholder may be deemed to be "underwriters" within the meaning of the Securities Act, in which event any profit on the sale of shares by a Selling Stockholder and any commissions or discounts received by any such broker or dealer may be deemed to be underwriting compensation under the Securities Act. In addition, any such broker or dealer may be required to deliver a copy of this prospectus to any person who purchases any of the shares from or through such broker or dealer.

Bear Stearns and/or BSSC may act as a broker on behalf of one or more of the Selling Stockholders in connection with sales under this prospectus and may receive customary commissions in connection therewith. Bear Stearns and BSSC are member firms of the NASD and their activities in connection with the offering will conform to the requirements set forth in Rule 2720 of the NASD Conduct Rules.

In order to comply with the securities laws of certain states, if applicable, the shares will be sold only through registered or licensed brokers or dealers.

EXPERTS

The consolidated financial statements and the related financial statement

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schedules incorporated in this prospectus by reference from our 2002 Annual Report on Form 10-K for the year ended November 30, 2002 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their reports, which are incorporated in this prospectus by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Company with the SEC pursuant to Section 13 of the Exchange Act (File No. 1-8989), are incorporated herein by reference: (i) the Annual Report on Form 10-K (including the portions of the Company's Annual Report to Stockholders and Proxy Statement incorporated by reference therein) for the fiscal year ended November 30, 2002; (ii) the Current Reports on Form 8-K dated December 18, 2002, December 18, 2002, December 20, 2002, January 8, 2003, January 14, 2003, January 30, 2003, February 11, 2003, February 11, 2003, February 24, 2003 and March 19, 2003; and (iii) the description of the Common Stock, which is registered under Section 12 of the Exchange Act, set forth under the caption "Description of Capital Stock" contained in the Company's Registration Statement on Form 10, dated September 19, 1985. All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Reference is made to Section 145 of the Delaware General Corporation Law which provides for indemnification of directors and officers in certain circumstances.

Article VIII of the Company's Restated Certificate of Incorporation provides for indemnification of directors and officers of the Company against certain liabilities incurred as a result of their duties as such and also provides for the elimination of the monetary liability of directors for certain actions as such. The Company's Restated Certificate of Incorporation is filed as Exhibit 4(a)(1) to the Registration Statement on Form S-3 (No. 333-57083) filed June 17, 1998, and the Certificate of Amendment of Restated Certificate of Incorporation, dated April 2, 2001, is filed as Exhibit 4(a)(2) to the Registration Statement on Form S-8 (No. 333-92357) filed June 14, 2001.

We have in effect reimbursement insurance for our directors' and officers' liability claims and directors' and officers' liability insurance indemnifying,

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respectively, ourselves and our directors and officers within specific limits for certain liabilities incurred by them, subject to the conditions and exclusions and deductible provisions of the policies.

For the undertaking with respect to indemnification, see Item 9.

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ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

With respect to the restricted securities reoffered or resold pursuant to this Registration Statement, the registrant claimed an exemption from registration under the Securities Act pursuant to Section 4(2) thereof. Such restricted securities were issued to the Selling Stockholders in connection with their deferral of income under the registrant's Capital Accumulation Plan for Senior Managing Directors.

ITEM 8. EXHIBITS.

Exhibit No. -----	Description -----
4(a)(1)	-- Restated Certificate of Incorporation of the registrant (incorporated by reference to Exhibit 4(a)(1) to the Registration Statement on Form S-3 (File No. 333-57083)).
4(a)(2)	-- Certificate of Amendment of Restated Certificate of Incorporation of the registrant (incorporated by reference to Exhibit 4(a)(2) to the Registration Statement on Form S-8 (File No. 333-92357)).
4(a)(3)	-- Certificate of Stock Designation relating to the registrant's Adjustable Rate Cumulative Preferred Stock, Series A (incorporated by reference to Exhibit 4(a)(6) to the Registration Statement on Form S-8 (File No. 33-49979)).
4(a)(4)	-- Certificate of Correction to the Certificate of Stock Designation relating to the registrant's Adjustable Rate Cumulative Preferred Stock, Series A (incorporated by reference to Exhibit 4(a)(7) to the Registration Statement on Form S-8 (File No. 33-49979)).
4(a)(5)	-- Certificate of Stock Designation relating to the registrant's 6.15% Cumulative Preferred Stock, Series E (incorporated by reference to Exhibit 1.4 to the Registration Statement on Form 8-A filed on January 14, 1998).
4(a)(6)	-- Certificate of Stock Designation relating to the registrant's 5.72% Cumulative Preferred Stock, Series F (incorporated by reference to Exhibit 1.4 to the Registration Statement on Form 8-A filed on April 20, 1998).
4(a)(7)	-- Certificate of Stock Designation relating to the registrant's 5.49% Cumulative Preferred Stock, Series G (incorporated by reference to Exhibit 1.4 to the Registration Statement on Form 8-A filed on June 18,

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1998).

- 4(a)(8) -- Certificate of Elimination of the Cumulative Convertible Preferred Stock, Series A; Cumulative Convertible Preferred Stock, Series B; Cumulative Convertible Preferred Stock, Series C; and Cumulative Convertible Preferred Stock, Series D of the registrant (incorporated by reference to Exhibit 4(d)(9) to the Current Report on Form 8-K filed on January 15, 2002).

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Exhibit No.	Description
-----	-----
4(a)(9)	-- Certificate of Elimination of the 7.88% Cumulative Convertible Preferred Stock, Series B of the registrant (incorporated by reference to Exhibit 4(d)(10) to the Current Report on Form 8-K filed on January 15, 2002).
4(a)(10)	-- Certificate of Elimination of the 7.60% Cumulative Convertible Preferred Stock, Series C of the registrant (incorporated by reference to Exhibit 4(d)(11) to the Current Report on Form 8-K filed on January 15, 2002).
4(b)	-- Amended and Restated By-laws of the registrant as amended through January 8, 2002 (incorporated by reference to Exhibit 4(d)(6) to the Current Report on Form 8-K filed on January 15, 2002).
23(a)	-- Consent of Deloitte & Touche LLP.
24	-- Power of attorney (included in the signature pages to the Registration Statement).

An opinion of counsel (Exhibit 5) is not being filed since the securities being registered are not original issuance securities.

ITEM 9. UNDERTAKINGS.

The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereto) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price

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represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in

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periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment will be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time will be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(e) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions referred to in Item 6 of this Registration Statement, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant hereby certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration

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Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 25, 2003.

THE BEAR STEARNS COMPANIES INC.

By: /s/ SAMUEL L. MOLINARO JR.

SAMUEL L. MOLINARO JR.
Executive Vice President
and Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alan C. Greenberg, James E. Cayne and Samuel L. Molinaro Jr. and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform such and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 25, 2003.

SIGNATURE

TITLE

THE BEAR STEARNS COMPANIES INC.

/s/ ALAN C. GREENBERG ----- ALAN C. GREENBERG	Chairman of the Executive Committee and Director
/s/ JAMES E. CAYNE ----- JAMES E. CAYNE	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director
/s/ CARL D. GLICKMAN ----- CARL D. GLICKMAN	Director
/s/ DONALD J. HARRINGTON ----- DONALD J. HARRINGTON	Director

SIGNATURE

TITLE

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----- WILLIAM L. MACK	Director
/s/ FRANK T. NICKELL ----- FRANK T. NICKELL	Director
/s/ PAUL A. NOVELLY ----- PAUL A. NOVELLY	Director
----- FREDERIC V. SALERNO	Director
/s/ ALAN D. SCHWARTZ ----- ALAN D. SCHWARTZ	President, Co-Chief Operating Officer and Director
----- WARREN J. SPECTOR	President, Co-Chief Operating Officer and Director
/s/ VINCENT TESE ----- VINCENT TESE	Director
/s/ FRED WILPON ----- FRED WILPON	Director
/s/ SAMUEL L. MOLINARO JR. ----- SAMUEL L. MOLINARO JR.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ MARSHALL J LEVINSON ----- MARSHALL J LEVINSON	Controller (Principal Accounting Officer)

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EXHIBIT INDEX

Exhibit Number -----	Description -----
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- 4(a)(3) -- Certificate of Stock Designation relating to the registrant's Adjustable Rate Cumulative Preferred Stock, Series A (incorporated by reference to Exhibit 4(a)(6) to the Registration Statement on Form S-8 (File No. 33-49979)).
- 4(a)(4) -- Certificate of Correction to the Certificate of Stock Designation relating to the registrant's Adjustable Rate Cumulative Preferred Stock, Series A (incorporated by reference to Exhibit 4(a)(7) to the Registration Statement on Form S-8 (File No. 33-49979)).
- 4(a)(5) -- Certificate of Stock Designation relating to the registrant's 6.15% Cumulative Preferred Stock, Series E (incorporated by reference to Exhibit 1.4 to the Registration Statement on Form 8-A filed on January 14, 1998).
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- 4(a)(7) -- Certificate of Stock Designation relating to the registrant's 5.49% Cumulative Preferred Stock, Series G (incorporated by reference to Exhibit 1.4 to the Registration Statement on Form 8-A filed on June 18, 1998).
- 4(a)(8) -- Certificate of Elimination of the Cumulative Convertible Preferred Stock, Series A; Cumulative Convertible Preferred Stock, Series B; Cumulative Convertible Preferred Stock, Series C; and Cumulative Convertible Preferred Stock, Series D of the registrant (incorporated by reference to Exhibit 4(d)(9) to the Current Report on Form 8-K filed on January 15, 2002).
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