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BEAR STEARNS COMPANIES INC

Form S-8

November 26, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 26, 2002  
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  
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)
Common Stock, par			

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value \$1.00 per share                      3,404,600 shares                      \$61.46                      \$209,246,716

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- (1) Plus such indeterminate number of shares pursuant to Rule 416 as may be issued in respect of stock splits, stock dividends and similar transactions.
- (2) Pursuant to Rule 457 under the Securities Act of 1933, the proposed maximum aggregate offering price and the registration fee are based upon the average of the high and low prices per share of the Registrant's Common Stock reported on the New York Stock Exchange Composite Tape on November 19, 2002.

Explanatory Note

This Registration Statement is being filed solely for purposes of registering the shares for resale by the Selling Stockholders. The reoffer prospectus which is filed as a part of this Registration Statement has been prepared in accordance with the requirements of Form S-3, and pursuant to General Instruction C of Form S-8 may be used for reoffers or resales of the shares that have been acquired by the Selling Stockholders.

REOFFER PROSPECTUS

THE BEAR STEARNS COMPANIES INC.

3,404,600 SHARES OF COMMON STOCK

Certain of our employees, all of whom are named in this prospectus, may offer and sell from time to time, for their own accounts up to 3,404,600 shares of our Common Stock that they acquired pursuant to our Capital Accumulation Plan for Senior Managing Directors. We will not receive any of the proceeds from such sales.

The Selling Stockholders propose to sell the shares from time to time in transactions occurring either on or off the New York Stock Exchange at prevailing market prices or at negotiated prices. Sales may be made through brokers or to dealers, who are expected to receive customary commissions or discounts.

The Selling Stockholders and participating brokers and dealers may be deemed to be "underwriters" within the meaning of the Securities Act of 1933, as amended, in which event any profit on the sale of shares by those Selling Stockholders and any commissions or discounts received by those brokers or dealers may be deemed to be underwriting compensation under the Securities Act.

Bear, Stearns & Co. Inc. and/or Bear, Stearns Securities Corp., subsidiaries of The Bear Stearns Companies Inc., may act as a broker on behalf of one or more of the Selling Stockholders.

The Common Stock is traded on the New York Stock Exchange under the symbol "BSC". On November 25, 2002, the closing price of the Common Stock on the Exchange was \$64.89 per share.

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.

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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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## RECENT EVENTS

The Securities and Exchange Commission (the "SEC"), National Association of Securities Dealers, Inc., New York Stock Exchange and several state attorney generals' offices have been conducting an industry-wide investigation of certain research and initial public offering practices of major brokerage firms, including The Bear Stearns Companies Inc. Such investigations are ongoing and could result in enforcement action against the various firms. We are cooperating fully with the investigation.

## 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 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.

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 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.

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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, 2001;
- (ii) the Quarterly Reports on Form 10-Q for the periods ending February 28, 2002, May 31, 2002 and August 31, 2002;
- (iii) the Current Reports on Form 8-K dated December 20, 2001, January 8, 2002, January 8, 2002, January 25, 2002, March 20, 2002, March 27, 2002, June 19, 2002, June 20, 2002, September 18, 2002, September 20, 2002 and October 30, 2002; and
- (iv) 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, 2001 and our Quarterly Reports on Form 10-Q for the quarters ended February 28, 2002, May 31, 2002 and August 31, 2002, which have 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 expectations or any change in events, conditions or circumstances on which the forward-looking statement is based.

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;
- 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 "NASD" refers to the National Association of Securities Dealers, Inc.; and
- o "NYSE" refers to the New York Stock Exchange.

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

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 our proprietary and customer 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;
- o financing customer activities;
- o securities lending;
- o securities and futures arbitrage;

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- o involvement in specialist activities on both the NYSE and the AMEX;
- 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 Herzliya, Milan and Sao Paulo;

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- o through international offices in Dublin, Hong Kong, London, Lugano, Singapore and Tokyo; and
- o through joint ventures with other firms in Belgium, Greece and Spain.

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 International Stock Exchange. 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 is a member of Eurex, the International Petroleum Exchange, the London Commodity Exchange, the London International Financial Futures and Options Exchange, the London Securities & Derivatives Exchange, Marche a Terme International de France, SA and the London Clearing House. BSIL is supervised by and is regulated in accordance with the rules of the Financial Services Authority.

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

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is located at 383 Madison Avenue, New York, New York 10179; our telephone number is (212) 272-2000. Our Internet address is <http://www.bearstearns.com>.

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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 November 18, 2002;
- 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.

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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		SHARES	
	BENEFICIALLY		COVERED BY	
	OWNED		THIS	
(1) (2) (3)	PROSPECTUS		BENEFICIALLY OWNED AFTER THIS OFFERING	
-----	NUMBER	PERCENT	-----	
Michael J. Abatemarco	34,537	5,356	29,181	*
Paul Abecassis	30,826	2,554	28,272	*
Michael Alix	11,230	935	10,295	*
Edward Almeida	33,333	1,069	32,264	*
Raymond Aronson	7,148	408	6,740	*
Perrin Arturi	30,733	6,940	23,793	*
Paul Atanasio	6,970	6,970	0	*
Elliott Baim	14,644	1,087	13,557	*
J. Bradford Barnes	18,851	1,526	17,325	*

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Steven L. Begleiter	83,436	11,867	71,569	*
Shelley Bergman	16,186	1,215	14,971	*
Jeffrey C. Bernstein	32,261	4,610	27,651	*
Robert Bicknese	16,130	1,148	14,982	*
Steve Binder	27,994	2,232	25,762	*
Barbara Bishop	5,889	2,028	3,861	*
Kathryn R. Booth	57,739	2,712	55,027	*
Denis Bovin	117,306	8,214	109,092	*
Stanley Brach	18,728	7,287	11,441	*
Kurt Butenhoff	18,845	9,258	9,587	*
Damion Carufe	17,304	1,308	15,996	*
James E. Cayne (4)	5,131,566	507,235	4,578,662	4.77%
Chairman of the Board				
Chief Executive Officer				
Vincent M. Cazzetta	3,778	1,200	2,578	*
Daniel A. Celentano	8,025	7,761	264	*
Pasquale CeStaro, III	52,896	5,680	47,216	*
Peter Cherasia (a)	147,525	100,630	46,895	*
John Chimento	12,776	9,324	3,452	*
Ralph R. Cioffi	106,683	57,532	49,151	*
Michael Cohen	17,232	1,170	16,062	*
David S. Connelly	22,415	21,029	1,386	*
Kathleen Costine	10,806	844	9,962	*
Paul Croitoroo	13,514	3,611	9,903	*
Peter Croncota	26,910	13,160	13,750	*
Steven M. Dantus (5)	44,420	3,151	41,269	*
Geryl Darington	5,690	350	5,340	*
Wendy de Monchaux	133,425	65,441	67,984	*
Andrew Decker	22,613	1,851	20,762	*
Daniel R. Delahanty (6)	10,685	712	9,973	*
Vincent Dicks	10,146	712	9,434	*
John Doyle	12,595	12,267	328	*
Kenneth L. Edlow	206,690	75,500	131,190	*
Secretary				
James Egan	22,066	22,066	0	*
Christopher Engdall	4,064	220	3,844	*
Yan Erlikh	117,930	81,700	36,230	*
Michael Fedak	19,774	9,885	9,889	*
James A. Ferency	10,349	10,135	214	*

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SELLING STOCKHOLDERS AND PRINCIPAL POSITIONS WITH THE COMPANY	SHARES		SHARES		SHARES	
	BENEFICIALLY		COVERED BY		BENEFICIALLY OWNED	
	OWNED		THIS		AFTER THIS OFFERING	
	(1)	(2)	(3)	PROSPECTUS	NUMBER	PERCENT
Marc Feuer	15,690			2,919	12,771	*
William Finn	54,284			5,042	49,242	*
Barry Fleischer	3,064			2	3,062	*
Nelson Fleishman	9,982			633	9,349	*
Thomas M. Flexner	39,572			37,991	1,581	*
Kevin Flynn	37,883			3,094	34,789	*
Robert Foran	18,925			1,577	17,348	*
Doni Fordyce	11,480			956	10,524	*
Michael Frankel	39,089			3,270	35,819	*
Paul M. Friedman	25,531			1,563	23,968	*
William A. Fritz III	7,761			646	7,115	*
Barry Ganz	17,157			1,230	15,927	*
Bruce E. Geismar (a) (7)	113,952			3,605	110,347	*
David H. Glaser	76,632			8,955	67,677	*



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Lesley D. Goldwasser	151,115	12,592	138,523	*
Alan C. Greenberg	258,316	20,693	237,623	*
Chairman of the Executive Committee				
Timothy Greene	24,139	1,807	22,332	*
Kevin Gruneich	125,997	125,997	0	*
Robert Gubitosi	11,026	9,739	1,287	*
Andrew E. Haas (8)	158,692	106,666	52,026	*
Gregory A. Hanley	30,095	2,291	27,804	*
Robert Harteveltd	73,285	61,538	11,747	*
Cory Hechler	21,346	20,245	1,101	*
Ronald Hersch	17,575	1,464	16,111	*
Kent Hiteshev	9,505	712	8,793	*
Daniel Hoffman	33,816	13,641	20,175	*
Marjorie Hogan	18,225	17,470	755	*
John Howard	9,341	9,341	0	*
Michael Hyatt	77,808	5,314	72,494	*
Robert B. Jackman	253,481	1,813	251,668	*
Ron Jacoby	25,057	1,943	23,114	*
Patricia Jehle	39,480	3,275	36,205	*
William M. Jennings	343,203	16,879	326,324	*
Michael Josephson	55,358	9,681	45,677	*
Richard Kahn	9,808	3,956	5,852	*
Raymond Katz	37,991	3,165	34,826	*
Daniel L. Keating (a)	173,517	2,775	170,742	*
Frederick N. Khedouri	77,332	41,826	35,506	*
John Knight	4,668	2,834	1,834	*
Lawrence Kohn	18,690	702	17,988	*
Kenneth Kopelman	4,107	3,501	606	*
John Y. Koren	41,085	19,837	21,248	*
Mark A. Kurland	45,217	25,050	20,167	*
Pascal Lambert	11,979	4,524	7,455	*
Andrew Lawrence	113,852	4,712	109,140	*
Joseph C. Leach	10,770	1,040	9,730	*
Mark E. Lehman (9)	198,654	38,729	159,925	*
Executive Vice President General Counsel				
Frederick Leuffer	55,978	20,756	35,222	*
Michael Levine	83,500	25,653	57,847	*

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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)		NUMBER	PERCENT
Marshall J Levinson (10) Controller	6,779		514	6,265	*
Anthony Liberatore	22,530		22,217	313	*
David A. Liebowitz	211,184		181,458	29,726	*
Bruce M. Lisman	233,059		5,775	227,284	*
Roland N. Livney	92,599		27,635	64,964	*
Michael A. Lorig	83,179		7,265	75,914	*
Robert Lunder	18,540		9,085	9,455	*
Aaron C. Lupuloff	10,716		9,110	1,606	*
Ralph Mack	64,428		63,716	712	*
David Malpass	11,989		5,277	6,712	*
Thomas Marano	86,354		45,783	40,571	*
Michael J. Margolis	11,102		8,900	2,202	*
Alberto Mariaca	10,156		602	9,554	*

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David Marren	31,386	4,272	27,114	*
Donald A. Martocchio	34,070	32,967	1,103	*
George J. Mason	8,047	4,341	3,706	*
Jeffrey A. Mayer	137,487	73,035	64,452	*
Patricia McConnell	10,746	580	10,166	*
James McKenna	91,045	60,497	30,548	*
William D. McLaughlin	25,651	14,031	11,620	*
Jeffrey Mehl	33,885	22,217	11,668	*
Richard L. Metrick	58,550	4,879	53,671	*
Steven Meyer	59,090	32,424	26,666	*
Michael Minikes (a) (11) Treasurer	404,944	24,112	380,832	*
Samuel L. Molinaro Jr. Executive Vice President Chief Financial Officer	32,171	11,681	20,490	*
Dominick Mondini	11,526	9,194	2,332	*
Robert E. Morie Jr.	16,974	874	16,100	*
Gordon M. Morse	8,220	685	7,535	*
Timothy Murray	5,645	413	5,232	*
Steven B. Nakovich	14,987	12,078	2,909	*
Andrew Neff	59,464	3,165	56,299	*
Michael Nierenberg	47,154	25,317	21,837	*
James Nish	32,402	2,554	29,848	*
Fares Noujaim	112,840	111,970	870	*
Timothy O'Neill	47,673	24,274	23,399	*
Craig M. Overlander	87,440	18,645	68,795	*
Aldo Parcesepe	200,150	28,547	171,603	*
Stephen Parish	17,462	1,236	16,226	*
David Pollock	17,166	1,296	15,870	*
W. Preston Raisin	37,410	36,675	735	*
Stephen E. Raphael	38,709	3,040	35,669	*
Robert Reitzes	30,435	30,435	0	*
Joseph P. Riccardo	47,428	3,825	43,603	*
Lou Rosenfeld	36,099	2,990	33,109	*
Robert Rotanz	24,387	1,918	22,469	*
Michael Saperstein (12)	627,283	659	626,624	*
George Sarner	2,512	2,512	0	*
Kenneth Savio	56,369	22,217	34,152	*

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SELLING STOCKHOLDERS AND PRINCIPAL POSITIONS WITH THE COMPANY -----	SHARES		SHARES		SHARES	
	BENEFICIALLY OWNED		COVERED BY THIS PROSPECTUS		BENEFICIALLY OWNED AFTER THIS OFFERING	
	(1)	(2) (3)			NUMBER	PERCENT
	-----		-----		-----	-----
Steven Scari	24,457		10,644		13,813	*
Joel S. Schlesinger	49,797		14,883		34,914	*
Gary Schneider	10,320		8,157		2,163	*
David Schoenthal	7,695		641		7,054	*
Clark Schubach	31,556		6,194		25,362	*
Alan D. Schwartz President Co-Chief Operating Officer	1,152,995		32,583		1,120,412	1.17%
Robert J. Schwartz	8,620		2,304		6,316	*
Robert Seyferth	4,510		533		3,977	*
Douglas Sharon	16,243		14,692		1,551	*
Steven Sheresky	8,207		512		7,695	*
Nathaniel Singer	11,165		745		10,420	*
Anthony P. Skvarla	25,782		3,756		22,026	*
Timothy Smith	18,399		17,233		1,166	*

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Kevin Smyth	24,929	18,498	6,431	*
Kurt Soukup	862	352	510	*
Warren J. Spector (13) President Co-Chief Operating Officer	580,577	40,035	540,542	*
Daniel G. Spina	30,735	29,283	1,452	*
Kenneth Spindel	17,725	509	17,216	*
David Stafman	12,512	766	11,746	*
Sheldon I. Stein	46,167	3,825	42,342	*
Stephen M. Straty	32,785	10,724	22,061	*
Theodore H. Strauss	17,460	13,671	3,789	*
Andrew Taddei	13,859	1,037	12,822	*
Kok Wee Tan	24,743	9,197	15,546	*
Donald Tang	91,205	7,600	83,605	*
Michael L. Tarnopol (a)	282,912	4,492	278,420	*
Dana Telsey	32,467	2,688	29,779	*
Salvatore Tiano	27,522	12,167	15,355	*
John Twyman	25,355	15,564	9,791	*
Michael Urfirer	310,219	190,959	119,260	*
Jeffrey Urwin	55,077	4,589	50,488	*
Eli Wachtel	104,061	30,528	73,533	*
Dale Patrick Westhoff	43,032	23,704	19,328	*
Peter A. Williams	13,485	13,485	0	*
Michael Winter	12,908	6,203	6,705	*
Frederick Wise	39,599	3,154	36,445	*
James Wolfsberg	18,143	5,961	12,182	*
Bruce Wolfson	4,582	264	4,318	*
Toshihiko Yamamoto	1,284	1,284	0	*
Michael Zackman	19,422	778	18,644	*
Ira Zicherman	13,004	11,717	1,287	*
Uzi Zucker (a)	199,043	6,263	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.

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(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 22,752,622 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 1,596,532 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.

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- (4) Includes 45,669 shares of Common Stock owned by Mr. Cayne's wife, as to which shares Mr. Cayne disclaims beneficial ownership. Includes 263,215 shares of Common Stock held by a charitable trust, as to which shares Mr. Cayne disclaims beneficial ownership. Does not include 225,054 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) Includes 1,088 shares of Common Stock held by Mr. Delahanty as custodian for his children.
- (7) Does not include 2,388 shares of Common Stock owned by a child of Mr. Geismar, as to which shares Mr. Geismar disclaims beneficial ownership.
- (8) Includes 318 shares of Common Stock held by Mr. Haas as custodian for his children.
- (9) 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.
- (10) 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.
- (11) Does not include 1,780 shares of Common Stock owned by Mr. Minikes' wife, as to which shares Mr. Minikes disclaims beneficial ownership.
- (12) Does not include 122,176 shares of Common Stock held in two trusts established for Mr. Saperstein's daughter, as to which shares Mr. Saperstein disclaims beneficial ownership.
- (13) Does not include 636 shares of Common Stock owned by Mr. Spector's wife, as to which shares Mr. Spector disclaims beneficial ownership.

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### 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

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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.

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### EXPERTS

The consolidated financial statements and the related financial statement schedules incorporated in this prospectus by reference from our 2001 Annual Report on Form 10-K for the year ended November 30, 2001 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, 2001; (ii) the Quarterly Reports on Form 10-Q for the periods ending February 28, 2002, May 31, 2002 and August 31, 2002; (iii) the Current Reports on Form 8-K dated December 20, 2001, January 8, 2002, January 8, 2002, January 25, 2002, March 20, 2002, March 27, 2002, June

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19, 2002, June 20, 2002, September 18, 2002, September 20, 2002 and October 30, 2002; 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, 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.

<u>Exhibit No.</u>	<u>Description</u>
4(a)(1)	-- Restated Certificate of Incorporation of the

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- 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, 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 with the SEC on January 15, 2002).

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- | <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 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 with the SEC on January 15, 2002). |
| 4(a)(10)           | -- Certificate of Elimination of the 7.60% Cumulative   |

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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 with the SEC 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 with the SEC 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 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 periodic reports

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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.



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(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 Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 26, 2002.

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.

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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 November 26, 2002.

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 and Director (Principal Executive Officer)
/s/ Carl D. Glickman ----- CARL D. GLICKMAN	Director
/s/ Donald J. Harrington ----- DONALD J. HARRINGTON	Director
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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
----- ALAN D. SCHWARTZ	President, Co-Chief Operating Officer and Director
/s/ Warren J. Spector ----- WARREN J. SPECTOR	President, Co-Chief Operating Officer and Director
/s/ Vincent Tese ----- VINCENT TESE	Director
/s/ Fred Wilpon ----- FRED WILPON	Director

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/s/ Samuel L. Molinaro Jr.

Executive Vice President and Chief  
Financial Officer  
(Principal Financial Officer)

-----  
SAMUEL L. MOLINARO JR.

/s/ Marshall J Levinson

Controller  
(Principal Accounting Officer)

-----  
MARSHALL J LEVINSON

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### EXHIBIT INDEX

Exhibit Number -----	Description -----
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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).
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4(a)(9)	-- Certificate of Elimination of the 7.88% Cumulative Convertible Preferred Stock, Series B of the registrant (incorporated by

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- reference to Exhibit 4(d)(10) to the Current Report on Form 8-K filed with the SEC 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 with the SEC 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 with the SEC on January 15, 2002).
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