

BEAR STEARNS COMPANIES INC  
 Form 3/A  
 April 28, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
J P MORGAN CHASE & CO			(Month/Day/Year)		BEAR STEARNS COMPANIES INC [BSC]	
(Last)	(First)	(Middle)	04/07/2008		4. Relationship of Reporting Person(s) to Issuer	
270 PARK AVENUE					(Check all applicable)	
(Street)					5. If Amendment, Date Original Filed(Month/Day/Year)	
NEW YORK, NY 10017					04/15/2008	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of Shares			

\$10 million Daily Range Accrual Notes <sup>(4)</sup>	Â <u>(1)</u>	06/12/2008	see footnote <u>(1)</u>	<u>(1)</u>	\$ <u>(1)</u>	I	by subsidiary
\$4.998 million 18% Barrier Reverse Convertible Notes <sup>(4)</sup>	Â <u>(2)(3)</u>	09/10/2008	see footnote <u>(2) (3)</u>	<u>(2) (3)</u>	\$ <u>(2) (3)</u>	I	by subsidiary

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J P MORGAN CHASE & CO 270 PARK AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â

## Signatures

/s/ Anthony J.  
Horan

04/28/2008

  Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) On the expiration date, the Reporting Person is currently obligated under the terms of the notes to deliver, for each 1,000,000 principal amount of notes, an amount of shares of the worst performing stock in a reference basket of four stocks, which currently includes Common Stock, determined by dividing the principal amount by the strike price of the worst performing stock. The strike price of Common Stock included in the basket is \$60.2875, which is 65% of the initial per share price of Common Stock (\$92.7500).

(2) On the expiration date, the Reporting Person is obligated to deliver either (i) if the final value, as determined pursuant to the agreement governing the notes (the "Final Value") of each of the shares in the reference basket described below is equal to or greater than the initial value of such share, \$4.998 million, or (ii) if the Final Value of one or more of the reference stocks is less than the initial value of such share(s), the number of Reference Assets, as defined in the agreement governing the notes, for the worst performing of the reference shares. The reference basket currently consists of five stocks, one of which is Common Stock, but is subject to adjustment for certain merger and other reorganization type events. The Reference Asset amount is generally, for each \$9,996 principal amount of the notes, a number of shares of the reference issuer obtained by dividing 9996 by the initial price of the reference stock. [Continued in footnote 3]

(3) [Continued from footnote 2] The notes bear interest at a rate of 36% per annum, payable in arrears. The initial per share price of Common Stock included in the reference basket is \$87.30.

(4) These notes were inadvertently omitted from the Reporting Person's original Form 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.