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BEAR STEARNS COMPANIES INC  
Form 8-K  
February 01, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K  
Current Report

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 25, 2005  
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THE BEAR STEARNS COMPANIES INC.  
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(Exact name of registrant as specified in its charter)

DELAWARE  
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File No. 1-8989  
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13-3286161  
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(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification Number)

383 Madison Avenue, New York, New York  
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10179  
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(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (212) 272-2000  
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Not Applicable  
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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions:

Written communications pursuant to Rule 425 under the Securities Act  
(17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17  
CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 Other Events.  
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Filed herewith are copies of:

- (a) Opinion of Cadwalader, Wickersham & Taft LLP as to legality of the 4.50% Global Notes due 2010 to be issued by the Company.
- (b) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences described in the Prospectus Supplement, dated January 25, 2005, to the Prospectus, dated November 17, 2003, included in the Registration Statement on Form S-3 filed by the Company (Registration No. 333-109793).
- (c) Consent of Cadwalader, Wickersham & Taft LLP.

Item 9.01 Financial Statements and Exhibits.  
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(c) Exhibits:

The following exhibits are incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-109793) as exhibits to such Registration Statement:

- 5(a) Opinion of Cadwalader, Wickersham & Taft LLP as to legality of the 4.50% Global Notes due 2010 to be issued by the Company.
- 8(a) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences (Included in Exhibit 5(a)).
- 23(c) Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 5(a)).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE BEAR STEARNS COMPANIES INC.

By: /s/ Jeffrey M. Farber

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Jeffrey M. Farber  
Controller  
(Principal Accounting Officer)

Dated: February 1, 2005

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THE BEAR STEARNS COMPANIES INC.

FORM 8-K

CURRENT REPORT

EXHIBIT INDEX

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| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|--|
| 5(a)                 | Opinion of Cadwalader, Wickersham & Taft LLP as to legality of the 4.50% Global Notes due 2010 to be issued by The Bear Stearns Companies Inc. |
| 8(a)                 | Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences (Included in Exhibit 5(a)).                         |
| 23(c)                | Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 5(a)).   |