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BEAR STEARNS COMPANIES INC  
Form 8-A12B  
July 31, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

-----  
The Bear Stearns Companies Inc.

-----  
(Exact name of registrant as specified in its charter)

Delaware

13-3286161

-----  
(State of Incorporation)

-----  
(IRS Employer  
Identification No.)

383 Madison Avenue  
New York, New York

10179

-----  
(Address of principal  
executive offices)

-----  
(Zip Code)

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-121744

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Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

-----  
\$21,000,000 Medium-Term Notes,  
Linked to a Basket of Three  
International Equity Indices  
Due August 2, 2010

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American Stock Exchange LLC

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Securities to be registered pursuant to Section 12(g) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
----- None	----- Not Applicable

Item 1. Description of Registrant's Securities to be Registered.

The description of the general terms and provisions of the \$21,000,000 Medium-Term Notes, Linked to a Basket of Three International Equity Indices Due August 2, 2010 to be issued by the registrant (the "Notes") set forth in the Preliminary Pricing Supplement dated July 18, 2006, attached hereto as Exhibit 5, the Prospectus Supplement dated February 2, 2005 and the Prospectus dated February 2, 2005, each attached hereto as Exhibit 4, which contain certain proposed terms and provisions, are hereby incorporated by reference. The description of the general terms and provisions of the Notes set forth in the Pricing Supplement to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, under the registrant's Registration Statement on Form S-3 (File No. 333-121744), which will contain the final terms and provisions of the Notes, is hereby deemed to be incorporated by reference herein and made a part hereof.

Item 2. Exhibits.

- 1 Indenture, dated as of May 31, 1991, between The Bear Stearns Companies Inc. and JPMorgan Chase Bank (formerly, The Chase Manhattan Bank) (incorporated by reference to Exhibit 4(a)(1) to the registrant's Registration Statement on Form S-3 (File No. 33-40933)).
- 2 First Supplemental Indenture, dated as of January 29, 1998, between The Bear Stearns Companies Inc. and JPMorgan Chase Bank (formerly, The Chase Manhattan Bank) (incorporated by reference to Exhibit 4(a)(2) to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 2, 1998).
- 3 Form of Note (\$21,000,000 Medium-Term Notes, Linked to a Basket of Three International Equity Indices Due August 2, 2010).
- 4 Prospectus Supplement, dated February 2, 2005 and Prospectus, dated February 2, 2005, each relating to Medium Term Notes, Series B (incorporated by reference to the registrant's filing under Rule 424(b)(5), dated February 2, 2005).
- 5 Preliminary Pricing Supplement describing the Principal Protected Notes \$21,000,000 Medium-Term Notes, Linked to a Basket of Three International Equity Indices Due August 2, 2010, subject to completion, dated July 18, 2006 (incorporated by reference to the registrant's filing under Rule 424(b)(5), dated July 18, 2006).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

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THE BEAR STEARNS COMPANIES INC.

By: /s/ Kenneth L. Edlow

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Name: Kenneth L. Edlow  
Title: Secretary

Dated: July 31, 2006

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EXHIBIT INDEX

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