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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(SC13D-07/98)

CUSIP No. 81413P105 13D Page of Pages

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Bear Stearns Companies Inc.\*\*  
IRS # 13-3286161

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS\*

WC, OO

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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	7	SOLE VOTING POWER
NUMBER OF		
SHARES	0	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	32,896	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	0	
PERSON		

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10 SHARED DISPOSITIVE POWER  
WITH  
32,896

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,896

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.14%

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14 TYPE OF REPORTING PERSON\*

HC

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bear, Stearns & Co. Inc.\*\*  
IRS # 13-3299429

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS\*

WC, OO

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

7 SOLE VOTING POWER

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NUMBER OF	0	
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	32,896	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	0	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	32,896	

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,896

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.14%

---

14 TYPE OF REPORTING PERSON\*

BD

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 81413P105 13D Page of Pages

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Item 1. Security and Issuer.

Common Stock	Security Capital Group, Inc 125 Lincoln Avenue Santa Fe, NM 87501
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Item 2. Identity and Background.

(a) Name: Bear, Stearns & Co. Inc. ("Bear Stearns")

(b) Place of Organization: Delaware

(c) (i) Principal Business: Securities Broker/Dealer

(ii) Address: 383 Madison Avenue  
New York, NY 10179

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(d) None

(e) Any such proceedings are reported and summarized in Bear Stearn's Form BD filed with the Securities and Exchange Commission, which descriptions are hereby incorporated by reference.

(f) See Appendix I

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### Item 3. Source and Amount of Funds or Other Consideration.

Working Capital; The aggregate purchase price of the 32,896 shares of Cl. A Common Stock was approximately \$42,271,360.

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### Item 4. Purpose of Transaction.

Bear Stearns has acquired the Cl. A Common Stock of Security Capital Group, Inc. in the ordinary course of its business as a broker/dealer in connection with its trading and investment activities. Bear Stearns may acquire additional securities of the Issuer or dispose of securities of the Issuer in connection to such trading and investment activities. Although the foregoing represents the range of activities presently contemplated by Bear Stearns with respect to the Issuer, it should be noted that the possible activities of Bear Stearns are subject to change at any time. Except as set forth above, Bear Stearns has no present plans or intentions which relate to or would result in any of the actions described in subparagraph (a) through (j) of item 4 of Schedule 13D.

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### Item 5. Interest in Securities of the Issuer as of 05/07/2002.

(a) Number:	32,896
Percentage:	5.14%

(b) 1. Sole power to vote or to direct the vote:	0
2. Shared power to vote or to direct the vote:	32,896
3. Sole power to dispose or to direct the disposition:	0
4. Shared power to dispose or to direct the disposition:	32,896

(c) Information concerning transactions in the common stock effected by Bear Stearns is set forth on Appendix II hereto.

(d) Inapplicable.

(e) Inapplicable.

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### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None

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### Item 7. Material to be Filed as Exhibits.

None

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\*\*Bear, Stearns & Co. is a subsidiary of The Bear Stearns Companies Inc.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 17, 2002

-----  
(Date)

/s/

-----  
(Signature)

Steve Kraemer/Senior Managing Director

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(Name/Title)

APPENDIX I  
DIRECTORS AND EXECUTIVE OFFICERS OF BEAR, STEARNS & CO. INC.

Name	Principal Occupation or Employment
James E. Cayne	Chairman of the Board/Chief Executive Officer Chairman of the Management and Compensation Committee
Alan D. Schwartz	President and Co-Chief Operating Officer
Warren J. Spector	President and Co-Chief Operating Officer
Alan C. Greenberg	Chairman of the Executive Committee
Bruce E. Geismar	Chief Operations Officer
Mark E. Lehman	Executive Vice President/General Counsel Chief Legal Officer
Michael Minikes	Treasurer
Samuel L. Molinaro Jr.	Chief Financial Officer/Senior Vice President-Finance
E. John Rosenwald Jr.	Vice-Chairman of the Board
Michael L. Tarnopol	Vice-Chairman of the Board
Kenneth L. Edlow	Secretary
Denis A. Bovin	Director
Peter D. Cherasia	Director
Ralph R. Cioffi	Director
Barry J. Cohen	Director
Wendy L. de Monchaux	Director
Daniel L. Keating	Director

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John L. Knight	Director
David A. Liebowitz	Director
Richard R. Lindsey	Director
Bruce M. Lisman	Director
Roland N. Livney	Director
Jeffrey Mayer	Director
Fares D. Noujaim	Director
Craig M. Overlander	Director
Stephen E. Raphael	Director
Robert M. Steinberg	Director
Donald W. Tang	Director
Michael J. Urfirer	Director
Eli Wachtel	Director
Uzi Zucker	Director

John L. Knight's business address is One Canada Square London E16 5AD England. All other Directors and Executive Officers are citizens of the United States and their business address is 383 Madison Avenue, New York, New York 10179. Bear Stearns & Co. Inc. is a wholly-owned subsidiary of the Bear Stearns Companies Inc. and of the persons named, all but John L. Knight hold similar office in the parent company.

APPENDIX II

Security Capital Group, Inc.  
 Trading from 03/08/2002 through 05/07/2002  
 (Various Firm's Accounts)

	***** 05/07 *****		
16,466	SECURITY CAPITAL GROUP INC CL A	1295.0000	21,323,470.00
	***** 05/01 *****		
200-	SECURITY CAPITAL GROUP INC CL A	1288.0000	257,592.24-
	***** 04/19 *****		
100	SECURITY CAPITAL GROUP INC CL A	1281.0000	128,100.0
	***** 04/05 *****		
790	SECURITY CAPITAL GROUP INC CL A	1280.0000	1,011,200.00
400	SECURITY CAPITAL GROUP INC CL A	1280.0000	512,004.00
400	SECURITY CAPITAL GROUP INC CL A	1280.0000	512,000.00
	***** 03/26 *****		
75	SECURITY CAPITAL GROUP INC CL A	1272.0000	95,400.75

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75	SECURITY CAPITAL GROUP INC	1272.0000	95,400.00
	CL A		
	***** 03/14 *****		
100-	SECURITY CAPITAL GROUP INC	1279.5000	127,948.08-
	CL A		
	***** 03/11 *****		
10	SECURITY CAPITAL GROUP INC	1281.0000	12,810.00
	CL A		

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).