

BEAR STEARNS COMPANIES INC
Form 424B2
August 21, 2006

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Medium-Term Notes, Series B	\$ 750,000,000	\$ 80,250

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended. The filing fee of \$80,250 is being paid in connection with the registration of these Medium-Term Notes, Series B.

PRICING SUPPLEMENT NO. 2

DATED: August 17, 2006
 (To Prospectus dated August 16, 2006,
 and Prospectus Supplement dated August 16, 2006)

Rule 424(b)(2)
 File No. 333-136666

THE BEAR STEARNS COMPANIES INC.
Medium-Term Notes, Series B

Principal Amount: \$750,000,000 Floating Rate Notes Book Entry Notes
 Original Issue Date: 08/22/2006 Fixed Rate Notes Certificated Notes
 Maturity Date: 08/21/2009 CUSIP#: 073928R47
 Option to Extend Maturity: No Final Maturity Date:
 Yes

Redeemable On	Optional Redemption Price(s)	Optional Repayment Date(s)	Repayment Price(s)
N/A	N/A	N/A	N/A

Applicable Only to Fixed Rate Notes:

Interest Rate:

Interest Payment Dates:

Applicable Only to Floating Rate Notes:

Interest Rate Basis:

- Commercial Paper Rate
- Federal Funds Effective Rate
- Federal Funds Open Rate
- Treasury Rate
- LIBOR Reuters
- LIBOR Telerate
- Prime Rate
- CMT Rate

Initial Interest Rate: 5.489%

Maximum Interest Rate: N/A

Minimum Interest Rate: N/A

Interest Reset Date(s): *

Interest Reset Period: Quarterly

Interest Payment Date(s): **

Interest Payment Period: Quarterly

Index Maturity: Three months

Spread (plus or minus): +0.09%

* Commencing November 21, 2006 and on the 21st of each February, May, August and November thereafter prior to Maturity.

** Commencing November 21, 2006 and on the 21st of each February, May, August and November thereafter, up to and including the Maturity date.

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The distribution of Notes will conform to the requirements set forth in Rule 2720 of the NASD Conduct Rules.
