

BEAR STEARNS COMPANIES INC
Form SC 13D/A
April 09, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

(Amendment No. 2)*

THE BEAR STEARNS COMPANIES INC.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

073902108

(CUSIP Number)

Anthony J. Horan

Corporate Secretary

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JPMorgan Chase & Co.

270 Park Avenue

New York, NY 10017

Telephone: (212) 270-7122

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 8, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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 (Act) 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).

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1. NAME OF REPORTING PERSON

JPMorgan Chase & Co.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

13-2624428

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

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

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 112,662,794⁽¹⁾

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING 1,475,520⁽¹⁾⁽²⁾
9. SOLE DISPOSITIVE POWER

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PERSON

WITH

112,662,794⁽¹⁾

10. SHARED DISPOSITIVE POWER

1,475,520⁽¹⁾⁽²⁾

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

114,138,314⁽¹⁾⁽²⁾

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

(See Instructions) "

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

47.41%⁽¹⁾⁽³⁾

14. TYPE OF REPORTING PERSON (See Instructions)

HC, CO

⁽¹⁾ See Items 4 and 5 below.

⁽²⁾ Includes call options with respect to 1,057,800 shares.

⁽³⁾ This percentage is based upon 240,727,555 shares of Common Stock issued and outstanding as of April 8, 2008, as reported directly by the Issuer to the Filing Parties.

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1. NAME OF REPORTING PERSON

J. P. Morgan Ventures Corporation

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

13-3471824

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

WC

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

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY

None

8. SHARED VOTING POWER

OWNED BY

EACH

300⁽¹⁾

REPORTING 9. SOLE DISPOSITIVE POWER

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PERSON

WITH

None

10. SHARED DISPOSITIVE POWER

300⁽¹⁾

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

300⁽¹⁾

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

(See Instructions) "

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

0.0%⁽¹⁾⁽²⁾

14. TYPE OF REPORTING PERSON (See Instructions)

CO

⁽¹⁾ See Items 4 and 5 below.

⁽²⁾ This percentage is based upon 240,727,555 shares of Common Stock issued and outstanding as of April 8, 2008, as reported directly by the Issuer to the Filing Parties.

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1. NAME OF REPORTING PERSON

J. P. Morgan Whitefriars Inc.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

22-2252041

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ..

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

WC

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

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY

None

8. SHARED VOTING POWER

OWNED BY

EACH

442,568⁽¹⁾⁽²⁾

REPORTING 9. SOLE DISPOSITIVE POWER

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PERSON

WITH

None

10. SHARED DISPOSITIVE POWER

442,568⁽¹⁾⁽²⁾

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

442,568⁽¹⁾⁽²⁾

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

(See Instructions)

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

0.18%⁽¹⁾⁽³⁾

14. TYPE OF REPORTING PERSON (See Instructions)

CO

(1) See Items 4 and 5 below.

(2) Includes call options with respect to 26,800 shares.

(3) This percentage is based upon 240,727,555 shares of Common Stock issued and outstanding as of April 8, 2008, as reported directly by the Issuer to the Filing Parties.

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1. NAME OF REPORTING PERSON

J. P. Morgan Securities Inc.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

13-3379014

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

WC

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

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY

None

8. SHARED VOTING POWER

OWNED BY

EACH

1,032,652⁽¹⁾⁽²⁾

REPORTING 9. SOLE DISPOSITIVE POWER

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PERSON

WITH

None

10. SHARED DISPOSITIVE POWER

1,032,652⁽¹⁾⁽²⁾

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,032,652⁽¹⁾⁽²⁾

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

(See Instructions) "

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

0.43%⁽¹⁾⁽³⁾

14. TYPE OF REPORTING PERSON (See Instructions)

CO

(1) See Items 4 and 5 below.

(2) Includes call options with respect to 1,031,000 shares.

(3) This percentage is based upon 240,727,555 shares of Common Stock issued and outstanding as of April 8, 2008, as reported directly by the Issuer to the Filing Parties.

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This Amendment No. 2 amends the Schedule 13D dated March 24, 2008 (as amended, the Schedule 13D) of JPMorgan Chase & Co., a Delaware corporation (JPMorgan Chase), and its wholly owned direct and indirect subsidiaries, J.P. Morgan Securities Inc., a Delaware corporation, J.P. Morgan Ventures Corporation, a Delaware corporation and J.P. Morgan Whitefriars Inc., a Delaware corporation (collectively, the Filing Parties), in respect of shares of common stock, par value \$1.00 per share (the Common Stock), of The Bear Stearns Companies Inc., a Delaware corporation (the Issuer), as follows (unless otherwise indicated, all capitalized terms used but not defined herein have the meaning ascribed to such terms in the Schedule 13D):

Item 3 Source and Amount of Funds or Other Consideration

Item 3 is hereby amended by adding the following paragraph at the beginning thereof:

On April 8, 2008, JPMorgan Chase acquired 95,000,000 shares of Common Stock in exchange for the issuance by JPMorgan Chase to the Issuer of 20,665,350 shares of JPMorgan Chase's common stock, par value \$1.00 per share, pursuant to the terms of the Share Exchange Agreement. Based on the average of the high and low trading prices of JPMorgan Chase's common stock as reported on the New York Stock Exchange on April 8, 2008, the shares of Common Stock were acquired for shares of JPMorgan Chase common stock valued at \$930,354,057.00 in the aggregate. In addition, since April 7, 2008, JPMorgan Chase acquired 2,956,400 shares of Common Stock in the open market. The aggregate purchase price of \$30,911,527.12 for such shares was paid out of working capital. The number of shares purchased on each day and the price or volume weighted average price for such shares are set forth in Schedule III to this Statement and incorporated herein by reference.

Item 5 Interest in Securities of the Issuer

Item 5 is hereby amended by replacing the paragraph contained in Item 5(a) and (b) with the following:

As of April 8, 2008 JPMorgan Chase beneficially owned 114,138,134 shares of Common Stock, or approximately 47.41% of the outstanding shares of Common Stock based on 240,727,555 shares of Common Stock issued and outstanding as of April 8, 2008, as reported directly by the Issuer to the Filing Parties. Of such shares, JPMorgan Chase had the sole power to vote or to direct the vote and the sole power to dispose or to direct the disposition of 112,662,794 shares of Common Stock, and shared voting and dispositive power with the other Filing Parties with respect to 1,475,520 shares (including 1,057,800 shares which one or more Filing Parties have the right to acquire under call options).

Item 5 is hereby further amended by adding the following to Item 5(c) at the beginning thereof:

Schedule III to this Statement sets forth transactions in the Common Stock which were effected on April 8, 2008. Except for the 95,000,000 shares acquired directly from Bear Stearns, the transactions in the Common Stock described in Schedule III that were made on April 8, 2008 were effected on the New York Stock Exchange. Except as set forth in Schedule III, no transactions in the Common Stock were effected by the Filing Parties or, to the knowledge of any of the Filing Parties, any of the persons listed on Schedule I hereto, on April 8, 2008.

Item 7 Material to be Filed as Exhibits

| Exhibit No. | Description |
|-------------|---|
| 1. | Agreement Required for Joint Filing Under Rule 13d-1(k)(1)* |
| 2. | |

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Agreement and Plan of Merger, dated as of March 16, 2008, by and between The Bear Stearns Companies Inc. and JPMorgan Chase & Co. (incorporated by reference to Exhibit 2.1 to JPMorgan Chase's current report on Form 8-K filed with the Securities and Exchange Commission on March 20, 2008)

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3. Amendment No. 1 to the Agreement and Plan of Merger, dated as of March 23, 2008, by and between The Bear Stearns Companies Inc. and JPMorgan Chase & Co. (incorporated by reference to Exhibit 2.1 to JPMorgan Chase's current report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2008)
4. Share Exchange Agreement, dated as of March 23, 2008, by and between The Bear Stearns Companies Inc. and JPMorgan Chase & Co. (incorporated by reference to Exhibit 2.2 to JPMorgan Chase's current report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2008)
5. Amended and Restated Guaranty, dated as of March 23, 2008 (incorporated by reference to Exhibit 99.1 to JPMorgan Chase's current report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2008)
6. Fed Guaranty, dated as of March 23, 2008 (incorporated by reference to Exhibit 99.2 to JPMorgan Chase's current report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2008)

* Filed in original Schedule 13D, dated March 24, 2008.

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SIGNATURE

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.

Dated: April 8, 2008

JPMORGAN CHASE & CO.

By: /s/ Anthony J. Horan
Name: Anthony J. Horan
Title: Corporate Secretary

J.P. MORGAN SECURITIES INC.

By: /s/ Anthony J. Horan
Name: Anthony J. Horan
Title: Assistant Secretary

J.P. MORGAN VENTURES CORPORATION

By: /s/ Kathleen A. Juhase
Name: Kathleen A. Juhase
Title: Assistant Secretary

J.P. MORGAN WHITEFRIARS INC.

By: /s/ Colleen A. Meade
Name: Colleen A. Meade
Title: Assistant Secretary

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Schedule III

Transactions During the Past Sixty Days

Schedule III is hereby amended to add the following to the beginning thereof:

| Name | Security | Purchase (P) / Sale (S) | Quantity | Price | Trade Date |
|----------------------|------------------|----------------------------|------------|---------|------------|
| JPMorgan Chase & Co. | BSC COMMON STOCK | P | 95,000,000 | \$ * | 4/8/2008 |
| JPMorgan Chase & Co. | BSC COMMON STOCK | P | 2,956,400 | 10.4558 | 4/8/2008 |

* See Item 3.