

BEAR STEARNS COMPANIES INC
Form 8-A12B
July 26, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

(State of Incorporation)

13-3286161

(IRS Employer
Identification No.)

383 Madison Avenue
New York, New York

(Address of principal
executive offices)

10179

(Zip Code)

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:
333-109793

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

(Euro) 850,000,000 Floating Rate

New York Stock Exchange

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Global Notes
Due July 27, 2012

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 |

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

The description of the terms and provisions of the (Euro) 850,000,000 Floating Rate Global Notes Due July 27, 2012 to be issued by the registrant (the "Notes") as set forth in the Prospectus Supplement, dated July 20, 2005, and the accompanying Prospectus, dated February 2, 2005, are hereby incorporated by reference and made a part hereof. The Prospectus Supplement and the accompanying Prospectus have been 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).

Item 2. Exhibits.

- 4.1(a) Indenture, dated as of May 31, 1991, between The Bear Stearns Companies Inc. and JPMorgan Chase Bank, N.A. (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)).
- 4.1(b) First Supplemental Indenture, dated as of January 29, 1998, between The Bear Stearns Companies Inc. and JPMorgan Chase Bank, N.A. (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).
- 4.2 Form of Note ((Euro)850,000,000 Floating Rate Global Notes Due July 27, 2012).
- 99.1 Prospectus Supplement, dated July 20, 2005, describing the (Euro) 850,000,000 Floating Rate Global Notes Due July 27, 2012, and the accompanying Prospectus, dated February 2, 2005, relating to Medium Term Notes, Series B (incorporated by reference to the registrant's filing under Rule 424(b)(5), filed with the Securities and Exchange Commission on July 22, 2005).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of

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1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE BEAR STEARNS COMPANIES INC.

By: /s/ Kenneth L. Edlow

Name: Kenneth L. Edlow
Title: Secretary

Dated: July 25, 2005

EXHIBIT INDEX

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