

BEAR STEARNS COMPANIES INC
Form FWP
September 28, 2007

*Filed Pursuant to Rule 433
September 27, 2007*

*Relating to
Prospectus dated August 16, 2006
Registration No. 333-136666*

THE BEAR STEARNS COMPANIES INC.

**6.40% GLOBAL NOTES DUE OCTOBER 2, 2017
FINAL TERMS AND CONDITIONS**

Issuer: The Bear Stearns Companies Inc.
Expected Ratings: A1/ A+ / A+

An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The rating of the securities should be evaluated independently from similar ratings of other securities. A credit rating of a security is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

Trade Date: September 27, 2007
Settlement Date: October 2, 2007 (T+3)
Total principal amount (USD): \$2,500,000,000
Coupon: 6.40%
Note Type: Senior Global Notes / SEC Registered
Maturity Date: October 2, 2017
Public Offering Price 99.708%
Accrued Interest None
Initial Interest Payment Date April 2, 2008
Interest Payment Dates On the second day of each April and October
Day count: 30 / 360
Yield/Spread: 6.440% / +187.5 basis points vs. UST 4.750% 08/15/17
Minimum denomination: \$1,000 minimum, \$1,000 integral multiples thereafter
Optional Redemption Non-call life
US Treasury Spot: 101-14+ / 4.565%
Gross Underwriting Fee: 0.450%
Management Fee: 0.1125%
Underwriting Fee: 0.1125%

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|-------------------------|---|
| Selling Concession: | 0.225% |
| Gross Proceeds: | \$2,492,700,000 |
| Net Proceeds to Issuer: | \$2,481,450,000 |
| CUSIP: | 073902PR3 |
| Lead Managers: | Bear, Stearns & Co. Inc; Bear, Stearns International Limited |
| Senior Co-Managers: | Citigroup, RBC Capital Markets |
| Co-Managers: | BB&T Capital Markets, Banc of America Securities LLC, BNP PARIBAS, Danske Markets Inc, Goldman, Sachs & Co., Scotia Capital, Wells Fargo Securities |

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Website at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-866-803-9204.
