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BEAR STEARNS COMPANIES INC
Form 8-K
January 31, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K
Current Report

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 25, 2006

THE BEAR STEARNS COMPANIES INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|---------------------------------|
| DELAWARE ----- | File No. 1-8989 ----- | 13-3286161 ----- |
| (State or other jurisdiction of incorporation) Number) | (Commission File Number) | (IRS Employer Identification |
| 383 Madison Avenue, New York, New York (Address of principal executive offices) | | 10179 (zip code) |

Registrant's telephone number, including area code: (212) 272-2000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17
CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17
CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 Other Events.

Filed herewith are copies of:

- (a) Opinion of Cadwalader, Wickersham & Taft LLP as to legality of the Floating Rate Global Notes due January 31, 2011 to be issued by the Company.
- (b) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences described in the Prospectus Supplement, dated January 25, 2006, to the Prospectus, dated February 2, 2005, included in the Registration Statement on Form S-3 filed by the Company (Registration No. 333-121744).
- (c) Consent of Cadwalader, Wickersham & Taft LLP.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

The following exhibits are incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-121744) as exhibits to such Registration Statement:

- 5(a) Opinion of Cadwalader, Wickersham & Taft LLP as to legality of the Floating Rate Global Notes due January 31, 2011 to be issued by the Company.
- 8(a) Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences (Included in Exhibit 5(a)).
- 23(c) Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 5(a)).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE BEAR STEARNS COMPANIES INC.

By: /s/ Jeffrey M. Farber

Jeffrey M. Farber
Controller
(Principal Accounting Officer)

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Dated: January 31, 2006

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THE BEAR STEARNS COMPANIES INC.

FORM 8-K

CURRENT REPORT

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 5(a) | Opinion of Cadwalader, Wickersham & Taft LLP as to legality of the Floating Rate Global Notes due January 31, 2011 to be issued by The Bear Stearns Companies Inc. |
| 8(a) | Opinion of Cadwalader, Wickersham & Taft LLP as to certain federal income tax consequences (Included in Exhibit 5(a)). |
| 23(c) | Consent of Cadwalader, Wickersham & Taft LLP (Included in Exhibit 5(a)). |

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