

BEAR STEARNS COMPANIES INC
Form 424B5
December 12, 2006

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Medium-Term Notes, Series B	\$650,000	\$69.55

- (1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended. The filing fee of \$69.55 is being paid in connection with the registration of these Reverse Convertible Notes.

Filed pursuant to Rule 424(b)5
Registration No. 333-136666

PRICING SUPPLEMENT
(To Prospectus Dated August 16, 2006 and
Prospectus Supplement Dated August 16, 2006)

The Bear Stearns Companies Inc.
\$650,000 Reverse Convertible Notes
15.50% Per Annum Coupon, Due June 13, 2007
Linked to the common stock of Sotheby's

Terms used herein are defined in the prospectus supplement. The Notes offered will have the terms described in the prospectus supplement and the prospectus, as supplemented or modified by this pricing supplement. **THE NOTES DO NOT GUARANTEE ANY RETURN OF PRINCIPAL AT MATURITY.**

· Reference Asset:	The common stock of Sotheby's, par value \$0.10 per share, traded on the New York Stock Exchange, Inc. (the "NYSE") under the symbol "BID."
· Principal amount:	\$650,000
· Pricing Date:	December 8, 2006
· Original Issue Date:	December 13, 2006
· Calculation Date:	June 8, 2007, subject to postponement in the event of certain Market Disruption Events.
· Maturity Date:	June 13, 2007
· Coupon rate:	15.50% per annum, payable as a single payment of 7.75% of the principal at maturity.
· Interest Payment Date:	The Maturity Date.
· Initial Level:	\$32.00, the Closing Price of the Reference Asset on the Pricing Date.

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- Final Level: The Closing Price of the Reference Asset on the Calculation Date.
- Contingent Protection Percentage: 75.00% of the Initial Level.
- Contingent Protection Level: \$24.00, equal to the product of the Contingent Protection Percentage and the Initial Level.
- Payment at maturity: We will pay you 100% of the principal amount of your Notes, in cash, at maturity if either of the following is true: (i) the Closing Price of the Reference Asset never equals or falls below the Contingent Protection Level on any day from the Pricing Date up to and including the Calculation Date; or (ii) the Final Level of the Reference Asset is equal to or greater than the Initial Level of the Reference Asset.

However, if both of the following are true, the amount of principal you receive at maturity will be reduced by the percentage decrease in the Reference Asset: (i) the Closing Price of the Reference Asset ever equals or falls below the Contingent Protection Level on any day from the Pricing Date up to and including the Calculation Date; and (ii) the Final Level of the Reference Asset is less than the Initial Level of the Reference Asset. In that event, we, at our option, will either: (i) physically deliver to you an amount of the Reference Asset equal to the Exchange Ratio plus the Fractional Share Cash Amount (which means that you will receive shares with a market value that is less than the full principal amount of your Notes); or (ii) pay you a cash amount equal to the principal amount you invested reduced by the percentage decrease in the Reference Asset. It is our intent to physically deliver the Reference Asset when applicable, but we reserve the right to settle the Note in cash.

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- Exchange Ratio: 31; i.e., \$1,000 divided by the Initial Level (rounded down to the nearest whole number, with fractional shares to be paid in cash).
- Fractional Share Cash Amount: An amount in cash per Note equal to the Final Level multiplied by the difference between (x) \$1,000 divided by the Initial Level (rounded to the nearest three decimal places), and (y) the Exchange Ratio.
- CUSIP: 073902LH9
- Listing: The Notes will not be listed on any U.S. securities exchange or quotation system.

INVESTMENT IN THE NOTES INVOLVES CERTAIN RISKS. YOU SHOULD REFER TO “RISK FACTORS” BEGINNING ON PAGE PS-4 BELOW.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined that this pricing supplement, or the accompanying prospectus supplement and prospectus, is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Note	Total
Initial public offering price	100.00%	\$ 650,000
Agent's discount	1.0462%	\$ 6,800
Proceeds, before expenses, to us	98.9538%	\$ 643,200

We may grant the agents a 30-day option from the date of the final pricing supplement, to purchase from us up to an additional \$97,500 of Notes at the public offering price, less the agent's discount, to cover any over-allotments. We expect that the Notes will be ready for delivery in book-entry form only through the book-entry facilities of The Depository Trust Company in New York, New York, on or about the Original Issue Date, against payment in immediately available funds. The distribution of the Notes will conform to the requirements set forth in Rule 2720 of the National Association of Securities Dealers, Inc. Conduct Rules.

Bear, Stearns & Co. Inc.
December 8, 2006

WHERE YOU CAN FIND MORE INFORMATION

We have filed a registration statement (including a prospectus, as supplemented by a prospectus supplement) with the SEC, for the offering to which this pricing supplement relates. Before you invest, you should read the prospectus and prospectus supplement and any other documents relating to this offering that we have filed with the SEC for more complete information about us and this offering. You should carefully consider, among other things, the matters set forth in “Risk Factors” in the pricing supplement, as the Notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the Notes. You may get these documents without cost by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, the Agent will arrange to send you the prospectus and the prospectus supplement if you so request by calling toll-free 866-803-9204.

You may access these documents on the SEC web site at www.sec.gov as follows:

· Prospectus Supplement, dated August 16, 2006:

<http://www.sec.gov/Archives/edgar/data/777001/000104746906011011/a2172742z424b5.htm>

· Prospectus, dated August 16, 2006:

<http://www.sec.gov/Archives/edgar/data/777001/000104746906011007/a2172711zs-3asr.htm>

RETURN ON THE NOTES

The Notes are not principal protected and you may lose some or all of your principal.

Payment at Maturity

We will pay you 100% of the principal amount of your Notes, in cash, at maturity if either of the following is true: (i) the Closing Price of the Reference Asset never equals or falls below the Contingent Protection Level on any day from the Pricing Date up to and including the Calculation Date; or (ii) the Final Level of the Reference Asset is equal to or greater than the Initial Level of the Reference Asset.

However, if both of the following are true, the amount of principal you receive at maturity will be reduced by the percentage decrease in the Reference Asset: (i) the Closing Price of the Reference Asset ever equals or falls below the Contingent Protection Level on any day from the Pricing Date up to and including the Calculation Date; and (ii) the Final Level of the Reference Asset is less than the Initial Level of the Reference Asset.

In that event, we, at our option, will either: (i) physically deliver to you an amount of the Reference Asset equal to the Exchange Ratio plus the Fractional Share Cash Amount (which means that you will receive shares with a market value that is less than the full principal amount of your Notes); or (ii) pay you a cash amount equal to the principal amount you invested reduced by the percentage decrease in the Reference Asset. It is our intent to physically deliver the Reference Asset when applicable, but we reserve the right to settle the Note in cash.

We will (i) provide written notice to the Trustee and to the Depository, on or prior to the Business Day immediately prior to the Maturity Date of the amount of cash or number of shares of the Reference Asset, as applicable, to be delivered, and (ii) deliver such cash or shares of the Reference Asset (and cash in respect of coupon and any fractional shares of the Reference Asset), if applicable, to the Trustee for delivery to you. The Calculation Agent shall determine the Exchange Ratio.

Interest

The interest rate for the Notes is designated on the cover of this pricing supplement. The interest paid will include interest accrued from the Original Issue Date to, but excluding, the Maturity Date. Interest will be payable to the person to whom principal is payable and will include interest accrued to, but excluding, the stated Maturity Date.

RISK FACTORS

You will be subject to significant risks not associated with conventional fixed-rate or floating-rate debt securities. Prospective purchasers of the Notes should understand the risks of investing in the Notes and should reach an investment decision only after careful consideration, with their advisers, of the suitability of the Notes in light of their particular financial circumstances, the following risk factors and the other information set forth in this pricing supplement and the accompanying prospectus supplement and prospectus.

The following highlights some, but not all, of the risk considerations relevant to investing in the Notes. **The following must be read in conjunction with the sections “Risk Factors” and “Risk Factors - Additional Risks Relating to Notes with an Equity Security or Equity Index as the Reference Asset,” beginning on pages S-7 and S-14, respectively, in the Prospectus Supplement.**

Suitability of Note for Investment — A person should reach a decision to invest in the Notes after carefully considering, with his or her advisers, the suitability of the Notes in light of his or her investment objectives and the information set out in the Pricing Supplement. Neither the Issuer nor any dealer participating in the offering makes any recommendation as to the suitability of the Notes for investment.

Not Principal Protected — The Notes are not principal protected. If both of the following are true, the amount of principal you receive at maturity will be reduced by the percentage decrease in the Reference Asset: (i) the Closing Price of the Reference Asset ever equals or falls below the Contingent Protection Level on any day from the Pricing Date to and including the Calculation Date; and (ii) the Final Level of the Reference Asset is less than the Initial Level of the Reference Asset. In that event, we, at our option, will either: (i) physically deliver to you an amount of the Reference Asset equal to the Exchange Ratio plus the Fractional Share Cash Amount (which means that you will receive shares with a market value that is less than the full principal amount of your Notes); or (ii) pay you a cash amount equal to the principal amount you invested reduced by the percentage decrease in the Reference Asset.

Return Limited to Coupon — Your return is limited to the principal amount you invested plus the coupon payments. You will not participate in any appreciation in the value of the Reference Asset.

No Secondary Market — Because the Notes will not be listed on any securities exchange, a secondary trading market is not expected to develop, and, if such a market were to develop, it may not be liquid. Bear, Stearns & Co. Inc. intends under ordinary market conditions to indicate prices for the Notes on request. However, there can be no guarantee that bids for outstanding Notes will be made in the future; nor can the prices of those bids be predicted.

No Interest, Dividend or Other Payments — You will not receive any interest or dividend payments or other distributions on the stock comprising the Reference Asset; nor will such payments be included in the calculation of the Cash Settlement Value you will receive at maturity.

Taxes — We intend to treat each Note as a put option written by you in respect of the Reference Asset and a deposit with us of cash in an amount equal to the principal amount of the Note to secure your potential obligation under the put option. Pursuant to the terms of the Notes, you agree to treat the Notes in accordance with this characterization for all U.S. federal income tax purposes. However, because there are no regulations, published rulings or judicial decisions addressing the characterization for U.S. federal income tax purposes of securities with terms that are substantially the same as those of the Notes, other characterizations and treatments are possible. See “Certain U.S. Federal Income Tax Considerations” below.

The Notes are Subject to Equity Market Risks — The Notes involve exposure to price movements in the equity securities to which they are linked. Equity securities price movements are difficult to predict, and equity securities may be subject to volatile increases or decreases in value.

The Notes may be Affected by Certain Corporate Events and you will have Limited Antidilution Protection —

Following certain corporate events relating to the underlying Reference Asset (where the underlying company is not the surviving entity), you will receive at maturity, cash or a number of shares of the common stock of a successor corporation to the underlying company, based on the Closing Price of such successor's common stock. The Calculation Agent for the Notes will adjust the amount payable at maturity by adjusting the Initial Level of the Reference Asset, Contingent Protection Percentage, Contingent Protection Level and Exchange Ratio for certain events affecting the Reference Asset, such as stock splits and stock dividends and certain other corporate events involving an underlying company. However, the Calculation Agent is not required to make an adjustment for every corporate event that can affect the Reference Asset. If an event occurs that is perceived by the market to dilute the Reference Asset but that does not require the Calculation Agent to adjust the amount of the Reference Asset payable at maturity, the market value of the Notes and the amount payable at maturity may be materially and adversely affected.

ILLUSTRATIVE EXAMPLES

The following are illustrative examples demonstrating the hypothetical amount payable at maturity based on the assumptions outlined below. These examples do not purport to be representative of every possible scenario concerning increases or decreases in the Reference Asset or of the movements that are likely to occur with respect to the relevant Reference Asset. You should not construe these examples or the data included in tables as an indication of the expected performance of the Notes. Some amounts are rounded and actual returns may be different.

Assumptions:

- Investor purchases \$1,000 principal amount of Notes on the Pricing Date at the initial offering price of 100% and holds the Notes to maturity. No Market Disruption Events or Events of Default occur during the term of the Notes.
 - Initial Level: \$ 31.00
 - Contingent Protection Percentage: 75%
 - Contingent Protection Level: \$ 23.25 (\$31.00 x 75%)
 - Exchange Ratio: 32 (\$1,000/\$31.00)
 - Coupon: 15.50% per annum, paid upon maturity of six-month term (\$77.50).
- The reinvestment rate on any interest payments made during the term of the Notes is assumed to be 0%. The 6-month total return on a direct investment in the Reference Asset is calculated below prior to the deduction of any brokerage fees or charges. Both a positive reinvestment rate, or the incurrence of any brokerage fees or charges, would increase the total return on the Notes relative to the total return of the Reference Asset.
 - Maturity: Six months
- Dividend and dividend yield on the Reference Asset: \$0.10 and 0.32% per annum.

Example 1 - On the Calculation Date, the Final Level of \$37.20 is greater than the Initial Level, resulting in a payment at maturity of \$1,000, regardless of whether the Contingent Protection Level was ever reached or breached, plus one interest payment of \$77.50, for payments totaling \$1,077.50. If you had invested directly in the Reference Asset for the same six-month period, you would have received total cash payments of \$1,201.60 (number of shares of the Reference Asset multiplied by the Final Level, plus the dividend payments), assuming liquidation of shares at the Final Level. You would have earned a 7.750% return with an investment in the Notes and a 20.160% return with a direct investment in the Reference Asset.

Example 2 - On the Calculation Date, the Final Level of \$27.90 is below the Initial Level, but the Closing Price never equaled or fell below the Contingent Protection Level. As discussed in example 1 above, an investor would receive total payments of \$1,077.50, earning a 7.750% return over the term of the Notes. A direct investment in the Reference Asset during that same six-month time period would have generated a return of \$901.60 (number of shares of the Reference Asset multiplied by the Final Level, plus the dividend payments), assuming liquidation of shares at the Final Level. You would have earned a 7.750% return with an investment in the Notes and incurred a loss of 9.840% with a direct investment in the Reference Asset.

Example 3 - On the Calculation Date, the Final Level of \$20.15 is below the Initial Level and also is below the Contingent Protection Level. At our election, an investor would receive a number of shares equal to the Exchange Ratio, plus the Fractional Share Cash Amount plus one interest payment of \$77.50, which is 32 shares (worth \$20.15 each) plus \$5.20 (the Fractional Share Cash Amount) plus \$77.50 (one interest payment of \$77.50). The cash equivalent equals \$727.50. If you had invested directly in the Reference Asset for the same six-month period, you would have received total cash payments of \$651.60 (number of shares of the Reference Asset multiplied by the Final Level, plus the dividend payments), assuming liquidation of shares at the Final Level. An investment in the Notes would have resulted in a loss of 27.250%, while a direct investment in the Reference Asset would have resulted in a loss of 34.840%.

Table of Hypothetical Cash Settlement Values

Assumes the Closing Price *Never* Equals or Falls Below the Contingent Protection Level Before the Calculation Date

Investment in the Notes					Direct Investment in the Reference Asset		
Initial Level	Hypothetical Final Level	Cash Settlement Value	Total Coupon Payments (in % Terms)		Percentage Change in Value of Reference Asset	Dividend Yield	6-Month Total Return
			6-Month	Total			
31.00	40.30	\$1,000.00	7.75%	7.75%	30.00%	0.16%	30.16%
31.00	38.75	\$1,000.00	7.75%	7.75%	25.00%	0.16%	25.16%
31.00	37.20	\$1,000.00	7.75%	7.75%	20.00%	0.16%	20.16%
31.00	35.65	\$1,000.00	7.75%	7.75%	15.00%	0.16%	15.16%
31.00	34.10	\$1,000.00	7.75%	7.75%	10.00%	0.16%	10.16%
31.00	32.55	\$1,000.00	7.75%	7.75%	5.00%	0.16%	5.16%
31.00	31.00	\$1,000.00	7.75%	7.75%	0.00%	0.16%	0.16%
31.00	29.45	\$1,000.00	7.75%	7.75%	-5.00%	0.16%	-4.84%
31.00	27.90	\$1,000.00	7.75%	7.75%	-10.00%	0.16%	-9.84%
31.00	26.35	\$1,000.00	7.75%	7.75%	-15.00%	0.16%	-14.84%

Table of Hypothetical Cash Settlement Values

Assumes the Closing Price *Does* Equal or Fall Below the Contingent Protection Level Before the Calculation Date

Investment in the Notes					Direct Investment in the Reference Asset		
Initial Level	Hypothetical Final Level	Cash Settlement Value	Total Coupon Payments (in % Terms)	6-Month Total Return	Percentage Change in Value of Reference Asset	Dividend Yield	6-Month Total Return
31.00	38.75	\$1,000.00	7.75%	7.75%	25.00%	0.16%	25.16%
31.00	37.20	\$1,000.00	7.75%	7.75%	20.00%	0.16%	20.16%
31.00	35.65	\$1,000.00	7.75%	7.75%	15.00%	0.16%	15.16%
31.00	34.10	\$1,000.00	7.75%	7.75%	10.00%	0.16%	10.16%
31.00	32.55	\$1,000.00	7.75%	7.75%	5.00%	0.16%	5.16%
31.00							