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MINNTECH CORP  
Form SC 13D/A  
August 28, 2001

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. ) (1)

Minntech Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

604258103

-----  
(CUSIP Number)

Allen B. Holeman, Bear, Stearns & Co. Inc.  
115 South Jefferson Road, Whippany, NJ 07981  
(973) 793-2202

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

August 23, 2001

-----  
(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), 13d-1(f) or 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.

(Continued on following pages)  
(Page 1 of Pages)

- 
- (1) 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

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Act of 1934 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).

(SC13D-07/98)

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
The Bear Stearns Companies Inc.\*\*  
IRS # 13-3286161

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
  
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

7 SOLE VOTING POWER  
  
NUMBER OF  
SHARES 0

8 SHARED VOTING POWER  
  
BENEFICIALLY OWNED BY 273,901

9 SOLE DISPOSITIVE POWER  
  
EACH REPORTING PERSON 0

10 SHARED DISPOSITIVE POWER  
  
WITH 273,901

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-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

273,901

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

4.10%

-----  
14 TYPE OF REPORTING PERSON\*

HC

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bear, Stearns & Co. Inc.\*\*  
IRS # 13-3299429

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

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

-----  
7 SOLE VOTING POWER

NUMBER OF

0

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SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON

---

8	SHARED VOTING POWER
---	---------------------

273,901

---

9	SOLE DISPOSITIVE POWER
---	------------------------

0

---

10	SHARED DISPOSITIVE POWER
----	--------------------------

273,901

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

273,901

---

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

[ ]

---

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

4.10%

---

14 TYPE OF REPORTING PERSON\*

BD

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13D Amendment No. 1

This statement constitutes Amendment No. 1 to the statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Bear, Stearns & Co. Inc. ("Bear Stearns") with respect to its ownership of the Common Stock of Minntech Corporation. (the "Issuer").

Item 3: Source and Amount of Funds or Other Consideration

Not applicable

Item 5: Interest in Securities of the Issuer (as of 08/23/01)

(a) The responses of Bear Stearns to Rows (11) through (13) of the cover page of this Amendment No. 1 to Schedule 13D are incorporated herein by reference. To the best of Bear Stearns' knowledge, none of its executive officers or directors

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beneficially own any Common Stock of the Issuer.

- (b) The responses of Bear Stearns to Rows (7) through (10) of the cover page of this Amendment No. 1 to Schedule 13D are incorporated herein by reference.
- (c) Since the date of its initial filing on Schedule 13D, Bear Stearns has effected transactions in the Common Stock of the Issuer. Information concerning transactions in the Common Stock effected by Bear Stearns is set forth on Appendix I.
- (d) Not Applicable.
- (e) By August 23,2001, Bear Stearns sold 127,200 shares of Minntech Corporation. Therefore, Bear Stearns ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer since the date of its original filing.

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\*\*Bear Stearns & Co. is a subsidiary of The Bear Stearns Companies Inc.

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.

August 28, 2001

-----  
(Date)

/S/  
-----

(Signature)

Barry J. Cohen/Senior Managing Director  
-----

(Name/Title)

APPENDIX I

Minntech Corporation

Trading from 08/23/01 through 08/10/2001  
(Various Firm Accounts)

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	***** 08/23 *****	
5,000-	MINNTECH CORP	10.3400 51,698.27-
30,000-	MINNTECH CORP	10.3000 308,989.70-
16,200-	MINNTECH CORP	10.3000 166,854.43-
13,800-	MINNTECH CORP	10.3000 142,135.26-
	***** 08/21 *****	
28,000-	MINNTECH CORP	10.3290 289,202.35-
9,000-	MINNTECH CORP	10.3290 92,957.90-
3,000-	MINNTECH CORP	10.3290 30,985.96-
	***** 08/20 *****	
24,300-	MINNTECH CORP	10.2512 249,095.85-
3,000-	MINNTECH CORP	10.2500 30,748.97-
2,000-	MINNTECH CORP	10.2500 20,499.31-
	***** 08/10 *****	
3,600	MINNTECH CORP	10.2700 36,972.00
1,900	MINNTECH CORP	10.2700 19,513.00
1,600	MINNTECH CORP	10.2700 16,432.00

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).