BEAR STEARNS COMPANIES INC
Form FWP
September 20, 2007

Filed Pursuant to Rule 433
Registration No. 333−136666
September 20, 2007
Amending and Restating Filing of September 19, 2007[1]

STRUCTURED EQUITY PRODUCTS

New Issue **Indicative Terms**

THE BEAR STEARNS COMPANIES INC.
INVESTMENT HIGHLIGHTS

Reverse Convertible Note Securities

· Three separate Note offerings; each linked to one of the listed common stocks (each, a "Reference Asset") identified below. You may elect to participate in any or all of the Note offerings. Please note that one of the Notes has a six-month term to maturity, while the other two Notes have three-month maturities.
· Each of the Notes pays an annualized fixed rate coupon; for each Note, a single interest payment is made at maturity. The interest payment at maturity will equal the principal amount of the Note times (i) one-quarter of the applicable Coupon Rate stated below in the case of the three-month Notes and (ii) one-half of the applicable Coupon Rate stated below in the case of the six-month Note. Interest will be computed using a 360-day year of twelve 30-day months, unadjusted.
· Each of the Notes is a direct obligation of The Bear Stearns Companies Inc. (Rated A1 by Moody's / A+ by S&P).
· Issue price for each Note offering: [100]% of principal amount ($1,000). However, investors who purchase an aggregate principal amount of at least $1,000,000 of any particular Note offering will be entitled to purchase each Note of that particular offering for [99.50]% of the principal amount.
· Each of the Notes is not principal protected if: (i) the Closing Price of the applicable Reference Asset ever equals or falls below the applicable Contingent Protection Level on any day from the Pricing Date up to and including the Calculation Date; and (ii) the Final Level of the applicable Reference Asset is less than the Initial Level of the applicable Reference Asset.
· None of the Notes participates in the upside of the Reference Asset. Even if the Final Level of the Reference Asset exceeds the Initial Level of the Reference Asset, your return will not exceed the principal amount invested plus the coupon payments.

Reference Assets (for each of three separate Note offerings)	Symbol	Term to Maturity	Coupon Rate, per Annum	Contingent Protection Percentage	Initial Public Offering Price[2]
Amazon.com, Inc., common stock, traded on the NASDAQ	AMZN	3-months	[18.10]%	[75]%	[100]%
Apple Inc., common stock, traded on the NASDAQ	AAPL	3-months	[13.10]%	[75]%	[100]%

General Motors Corporation, common stock, traded on the NYSE	GM	6-months	[13.00]%	[60]%	[100]%

The issuer has filed a registration statement (including a prospectus) with the SEC for the three offerings to which this free writing prospectus 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 these offerings. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offerings will arrange to send you the prospectus if you request it by calling toll free 1-866-803-9204.

BEAR, STEARNS & CO. INC.
STRUCTURED PRODUCTS GROUP
(212) 272-6928

---

[1] This Free Writing Prospectus replaces and supersedes in its entirety the Free Writing Prospectus relating to the Notes filed with the Commission on September 19, 2007 (the “Superseded Filing”). This Free Writing Prospectus is being filed solely for the purpose of amending the maturity of the Note linked to General Motors Corporation as stated on this cover page, which was erroneously stated as 3 months in the Superseded Filing.

[2] Investors who purchase an aggregate principal amount of at least $1,000,000 of any particular Note offering will be entitled to purchase each Note of that particular offering for [99.50]% of the principal amount.

STRUCTURED PRODUCTS GROUP

GENERAL TERMS FOR THE NOTE OFFERINGS

This free writing prospectus relates to three separate offerings of Notes each linked to a different Reference Asset. A purchaser of a Note will acquire a security linked to a single Reference Asset (not to a basket of Reference Assets). You may participate in any one of the three Note offerings or, at your election, in more than one such offering. We reserve the right to withdraw, cancel or modify the offerings and to reject orders in whole or in part. Although each Note offering relates to only one of the securities identified below as Reference Assets, you should not construe that fact as a recommendation as to the merits of acquiring an investment linked to any such Reference Asset or as to the suitability of an investment in any of the Notes. **Defined terms not defined herein shall have the same meaning as in the Prospectus Supplement discussed below.**

ISSUER:	**The Bear Stearns Companies Inc.**
ISSUER'S RATING:	A1 / A+ (Moody's / S&P)
PRINCIPAL AMOUNT OF OFFERING:	[ ].
DENOMINATIONS:	$1,000 per Note and $1,000 multiples thereafter.
REFERENCE ASSETS:	(1) The common stock of Amazon.com, Inc. ("Amazon"), traded on the Nasdaq Stock Market, Inc. ("NASDAQ") under the symbol "AMZN." (2) The common stock of Apple Inc. ("Apple"), traded on the NASDAQ under the symbol "AAPL." (3) The common stock of General Motors Corporation ("GM"), traded on the New York Stock Exchange, Inc. ("NYSE") under the symbol "GM."
SELLING PERIOD ENDS:	September [ ], 2007
PRICING DATE:	September [ ], 2007
SETTLEMENT DATE:	September [ ], 2007
CALCULATION DATE:	(1) For the Note linked to the common stock of Amazon, December [ ], 2007. (2) For the Note linked to the common stock of Apple, December [ ], 2007. (3) For the Note linked to the common stock of GM, March [ ], 2008.
MATURITY DATE:	(1) For the Note linked to the common stock of Amazon, December [ ], 2007. (2) For the Note linked to the common stock of Apple, December [ ], 2007. (3) For the Note linked to the common stock of GM, March [ ], 2008.
COUPON RATE (PER ANNUM):	

	See cover page for applicable Coupon Rates, calculated on the basis of a 360 day year of twelve 30-day months, unadjusted.
CONTINGENT PROTECTION PERCENTAGES: See cover page for applicable Contingent Protection Percentages.	
CONTINGENT PROTECTION LEVEL:	[ ] (applicable Contingent Protection Percentage x applicable Initial Level).
AGENT'S DISCOUNT:	[ ]% , to be disclosed in the final pricing supplement.
CASH SETTLEMENT VALUE:	We will pay you 100% of the principal amount of your Notes, in cash, at maturity if <u>either</u> of the following is true: (i) the Closing Price of the applicable 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; <u>or</u> (ii) the Final Level of the applicable Reference Asset is equal to or greater than the Initial Level of the applicable Reference Asset. However, if <u>both</u> of the following are true, the amount of principal you receive at maturity will be reduced by the percentage decrease in the applicable Reference Asset: (i) the Closing Price of the applicable 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; <u>and</u> (ii) the Final Level of the applicable Reference Asset is less than the Initial Level of the applicable Reference Asset. In that event, we, at our option, will either: (i) physically deliver to you an amount of the applicable 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 applicable Reference Asset. It is our intent to physically deliver the applicable Reference Asset when applicable, but we reserve the right to settle the Notes in cash.
INTEREST PAYMENT DATE:	(1) For the Note linked to the common stock of Amazon, December [ ], 2007. (2) For the Note linked to the common stock of Apple, December [ ], 2007. (3) For the Note linked to the common stock of GM, March [ ], 2008.
INITIAL LEVEL:	For each Note offering, the Closing Price of the applicable Reference Asset on the Pricing Date.
FINAL LEVEL:	For each Note offering, the Closing Price of the applicable Reference Asset on the Calculation Date.

EXCHANGE RATIO:	[ ], i.e., $1,000 divided by the applicable 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 applicable Final Level multiplied by the difference between (x) $1,000 divided by the applicable Initial Level (rounded to the nearest three decimal places), and (y) the applicable Exchange Ratio.
CUSIP:	For the Notes linked to the common stock of Amazon: [073902MG0]. For the Notes linked to the common stock of Apple: [073902MF2]. For the Notes linked to the common stock of GM: [073902ME5].
LISTING:	The Notes will not be listed on any U.S. securities exchange or quotation system.

BEAR, STEARNS & CO. INC.

STRUCTURED PRODUCTS GROUP

ADDITIONAL TERMS SPECIFIC TO THE NOTES

You should read this document together with the prospectus, dated August 16, 2006 (the "Prospectus"), as supplemented by the prospectus supplement, dated August 16, 2006 (the "Prospectus Supplement"). You should carefully consider, among other things, the matters set forth in "Risk Factors" and "Risk Factors - Additional Risks Relating to Notes with an Equity Security or Equity Index as the Reference Asset" in the Prospectus 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. The Prospectus and Prospectus Supplement may be accessed 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

SELECTED RISK CONSIDERATIONS

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 advisors, the suitability of the Notes in light of his or her investment objectives and the information set out in the Prospectus Supplement. Neither the Issuer nor any dealer participating in the offerings 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 applicable Reference Asset: (i) the Closing Price of the applicable 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 applicable Reference Asset is less than the Initial Level of the applicable Reference Asset. In that event, we, at our option, will either: (i) physically deliver to you an amount of the applicable 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 applicable 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 applicable 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 each of the Notes on request. However, there can be no guarantee that bids for any of the outstanding Notes will be made in the future; nor can the prices of any such 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 applicable 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 applicable Reference Asset and a deposit with us of cash in an amount equal to the issue price of the Note to secure your potential obligation under the put option, and we intend to treat the deposit as a short-term obligation for U.S. federal income tax purposes. Pursuant to the terms of each 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 respectively linked. Equity securities price movements are difficult to predict, and equity securities may be subject to volatile increases or decreases in value.
- **Each of the Notes May be Affected by Certain Corporate Events and You Will Have Limited Antidilution Protection** — Following certain corporate events relating to the underlying applicable 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 each of the Notes will adjust the amount payable at maturity by adjusting the Initial Level of the applicable Reference Asset, Contingent Protection Level, Contingent Protection Percentage and Exchange Ratio for certain events affecting the applicable 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 applicable Reference Asset. If an event occurs that is perceived by the market to dilute the applicable Reference Asset but that does not require the Calculation Agent to adjust the amount of the applicable Reference Asset payable at maturity, the market value of the Notes and the amount payable at maturity may be materially and adversely affected.

STRUCTURED PRODUCTS GROUP

INTEREST AND PAYMENT AT MATURITY

Interest. The interest rate for each of the Notes is designated on the cover of this free-writing prospectus. 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. Interest will be computed using a 360-day year of twelve 30-day months, unadjusted.

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 applicable 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 applicable Reference Asset is equal to or greater than the Initial Level of the applicable 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 applicable Reference Asset: (i) the Closing Price of the applicable 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 applicable Reference Asset is less than the Initial Level of the applicable Reference Asset.

In that event, we, at our option, will either: (i) physically deliver to you an amount of the applicable 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 applicable Reference Asset. It is our intent to physically deliver the applicable Reference Asset when applicable, but we reserve the right to settle the Notes in cash.

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

The following scenarios and graphs generally illustrate how the Cash Settlement Value of the Reverse Convertible Note Securities is determined:

Scenario 1		**Outcome**
The price of the underlying shares generally increases over the term of the Note. The Contingent Protection Level is never breached.		The Cash Settlement Value equals 100% of the principal amount of the Notes. The share price generally increased over the term of the Note

and never
breached the
Contingent
Protection Level.

BEAR, STEARNS & CO. INC.

STRUCTURED PRODUCTS GROUP

Scenario 2	**Outcome**
The price of the underlying shares generally declines over the term of the Note. The Contingent Protection Level is never breached.	The Cash Settlement Value equals 100% of the principal amount of the Notes. The share price decreased over the term of the Note and at maturity was below the Initial Level, but never breached the Contingent Protection Level.
Scenario 3	**Outcome**
The price of the underlying shares declines over the term of the Note. The Contingent Protection Level is breached.	The Cash Settlement Value is less than the principal amount of the Notes, reflecting the percentage decline in the underlying shares below the Initial Level. The Contingent Protection Level is breached so there is no principal protection.
Scenario 4	t 0pt 0pt;width:8.82%;"> **Party-in-** **Current**
The price of the underlying shares declines below the Contingent Protection Level, but ultimately recovers to finish above its Initial	

Level.

interest	Identity	Description of investment	value
	Money market funds:		
*	Fidelity	Fidelity Retirement Money Market Portfolio	$ 2,707,895
	Mutual funds:		
	Calamos	Calamos Growth Fund	4,135,974
*	Fidelity	Fidelity Balanced Fund	5,211,375
*	Fidelity	Fidelity Diversified International Fund	7,942,101
*	Fidelity	Fidelity Freedom 2005 Fund	56,503
*	Fidelity	Fidelity Freedom 2010 Fund	44,832
*	Fidelity	Fidelity Freedom 2015 Fund	395,409
*	Fidelity	Fidelity Freedom 2020 Fund	600,338
*	Fidelity	Fidelity Freedom 2025 Fund	356,155
*	Fidelity	Fidelity Freedom 2030 Fund	238,199
*	Fidelity	Fidelity Freedom 2035 Fund	358,757
*	Fidelity	Fidelity Freedom 2040 Fund	495,307
*	Fidelity	Fidelity Freedom Income Fund	80,609
*	Fidelity	Fidelity Inflation-Protected Bond Fund	2,197,767
*	Fidelity	Fidelity Spartan Total Market Index Fund	5,270,015
	American	Growth Fund of America	7,702,674
	Goldman Sachs	Goldman Sachs Mid-Cap Value CL A	5,244,564
	Pimco	Pimco Total Return Fund Admin Class	2,536,373
	Royce	Royce Low-Priced Stock Fund Inv Class	4,205,008
	Van Kampen	Van Kampen Growth and Income Fund	5,356,855
			$ 52,428,815
	Common stock:		
*	Duke Realty Corporation	Common stock	$ 28,242,512
	Participant Directed Brokerage Account		$ 2,460,570
	Loans to participants:		
*	N/A	Participant loans at interest rates ranging from 5% to 9.5%	$ 1,718,087
*	Denotes party-in-interest		

See accompanying report of independent registered public accounting firm.

8

SIGNATURES

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

DUKE 401(k) PLAN

Date: June 28, 2007

/s/ Denise K. Dank
Denise K. Dank
Sr. Vice President of Human Resources
Chairman, Associate Benefits Committee