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BEAR STEARNS COMPANIES INC

Form 424B3

February 22, 2005

PRICING SUPPLEMENT NO. 5

DATED: February 16, 2005

Rule 424(b)(3)

File No. 333-121744

(To Prospectus dated February 2, 2005,

and Prospectus Supplement dated February 2, 2005)

\$12,410,781,162
THE BEAR STEARNS COMPANIES INC.
Medium-Term Notes, Series B

Principal Amount: \$10,000,000 Floating Rate Notes [x] Book Entry Notes [x]

Original Issue Date: 2/22/2005 Fixed Rate Notes [] Certificated Notes []

Maturity Date: 2/22/2011 CUSIP#: 073928K44

Option to Extend Maturity: No [x]

Yes [] Final Maturity Date:

Redemption Repayment Repayment
Redeemable On Price(s) Date(s) Price(s)

N/A N/A N/A N/A N/A

Applicable Only to Fixed Rate Notes:

Interest Rate:

Interest Payment Dates:

Applicable Only to Floating Rate Notes:

Interest Rate Basis: Maximum Interest Rate: N/A

[] Commercial Paper Rate Minimum Interest Rate: N/A

[] Federal Funds Effective Rate

[] Federal Funds Open Rate Interest Reset Date(s): *

[] Treasury Rate Interest Reset Period: Monthly

[x] LIBOR Telerate

[] Prime Rate

[] CMT Rate

Initial Interest Rate: 2.868% Interest Payment Period: Monthly

Index Maturity: One Month

Spread (plus or minus): +0.27%

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- * Commencing March 22, 2005 and on the 22nd of each month thereafter prior to Maturity.
- ** Commencing March 22, 2005 and on 22nd of each month thereafter, including the maturity date.

The distribution of Notes will conform to the requirements set forth in Rule 2720 of the NASD Conduct Rules.