

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **1994-09-22**
SEC Accession No. **0000909518-94-000162**

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FILER

BEAR STEARNS COMPANIES INC

CIK: **777001** | IRS No.: **133286161** | State of Incorporation: **DE** | Fiscal Year End: **0630**
Type: **424B3** | Act: **33** | File No.: **033-52701** | Film No.: **94549849**
SIC: **6211** Security brokers, dealers & flotation companies

Business Address
245 PARK AVE
NEW YORK NY 10167
2122722000

PRICING SUPPLEMENT NO. 46
DATED: September 21, 1994
(To Prospectus dated April 8, 1994
and Prospectus Supplement dated April 8, 1994)

Rule 424(b) (3)
File No. 33-52701

\$2,873,608,750
THE BEAR STEARNS COMPANIES INC.
MEDIUM-TERM NOTES, SERIES B
WITH MINIMUM MATURITY OF NINE MONTHS FROM DATE OF ISSUE

Principal Amount: Floating Rate Notes Book Entry Notes
\$142,000,000 [x] [x]

Original Issue Date: Fixed Rate Notes Certificated Notes
9/23/94 [_] [_]

Maturity Date: 9/21/95

Option to Extend Maturity: No [x]

Yes [_] Final Maturity Date:

Redeemable On	Redemption Price(s)	Optional Repayment Date(s)	Optional Repayment Price(s)
----- N/A	----- N/A	----- N/A	----- N/A

Applicable Only to Fixed Rate Notes:

Interest Rate:

Applicable Only to Floating Rate Notes:

Interest Rate Basis:

Maximum Interest Rate: N/A

[_] Commercial Paper Rate

Minimum Interest Rate: N/A

[_] Federal Funds Rate

Interest Reset Date(s): *

[_] Treasury Rate

Interest Reset Period: Monthly

[x] LIBOR

Interest Payment Date(s): **

[_] Prime Rate

Interest Payment Period: Monthly

Initial Interest Rate: 5.0425%

Index Maturity: One Month

Spread (plus or minus): +.105%

- -----

* 10/21/94, 11/21/94, 12/21/94, 1/20/95, 2/21/95, 3/21/95, 4/21/95,
5/22/95, 6/21/95, 7/21/95 and 8/21/95.

** 10/21/94, 11/21/94, 12/21/94, 1/20/95, 2/21/95, 3/21/95, 4/21/95,
5/22/95, 6/21/95, 7/21/95, 8/21/95 and 9/21/95.

The distribution of Notes will conform to the requirements set forth in the applicable sections of Schedule E to the By-laws of the National Association of Securities Dealers, Inc.

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