

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

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

Filing Date: **2001-02-02**
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FILER

BEAR STEARNS COMPANIES INC

CIK: **777001** | IRS No.: **133286161** | State of Incorpor.: **DE** | Fiscal Year End: **1130**
Type: **424B3** | Act: **33** | File No.: **333-52902** | Film No.: **1524051**
SIC: **6211** Security brokers, dealers & flotation companies

Business Address
245 PARK AVE
NEW YORK NY 10167
2122722000

PRICING SUPPLEMENT NO. 5A

DATED: January 19, 2001

(To Prospectus dated January 11, 2001,
and Prospectus Supplement dated January 11, 2001)

Rule 424(b)(3)
File No. 333-52902

\$9,015,893,162

THE BEAR STEARNS COMPANIES INC.
MEDIUM-TERM NOTES, SERIES B

Principal Amount: \$30,000,000 Floating Rate Notes Book Entry Notes

Original Issue Date: 2/2/2001 Fixed Rate Notes Certificated Notes

Maturity Date: 2/1/2002 CUSIP#: 073928SL8

Option to Extend Maturity: No
 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:

Interest Payment Dates:

Applicable Only to Floating Rate Notes:

Interest Rate Basis:

Commercial Paper Rate

Federal Funds Rate

Treasury Rate

LIBOR Reuters

LIBOR Telerate

Maximum Interest Rate: N/A

Minimum Interest Rate: N/A

Interest Reset Date(s): Daily

Interest Reset Period: Daily

Interest Payment Date(s): *

[] Prime Rate

[] CMT Rate

Initial Interest Rate: **

Interest Payment Period: Quarterly

Index Maturity: N/A

Spread (plus or minus): + 0.19%

* On the 2nd of May, August, November and at Maturity.

** Federal Funds Open Rate on January 29, 2001.

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