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BEAR STEARNS COMPANIES INC

Form 424B3

May 22, 2003

PRICING SUPPLEMENT NO. 3

DATED: May 19, 2003+

May 20, 2003++

Rule 424(b)(3)

File No. 333-104455

(To Prospectus dated April 24, 2003,

and Prospectus Supplement dated April 24, 2003)

\$10,227,293,162
THE BEAR STEARNS COMPANIES INC.
MEDIUM-TERM NOTES, SERIES B

Principal Amount: \$325,000,000 Floating Rate Notes [x] Book Entry Notes [x]

Original Issue Date: 5/22/2003 Fixed Rate Notes [] Certificated Notes []

Maturity Date: 5/23/2005 CUSIP#: 073928ZK2

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

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

[] Treasury Rate Interest Reset Period: Daily

[] LIBOR Reuters Interest Payment Date(s): *

[] LIBOR Telerate

[] Prime Rate

[] CMT Rate

Initial Interest Rate: 1.5% Interest Payment Period: Quarterly

Index Maturity: N/A

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Spread (plus or minus): + 0.25%

- + \$175,000,000 was traded on May 19, 2003.
- ++ \$150,000,000 was traded on May 20, 2003.
- * 8/22/03, 11/22/03, 2/22/04, 5/22/04, 8/22/04, 11/22/04, 2/22/05 and 5/23/05.

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