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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(SC13D-07/98)

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
The Bear Stearns Companies Inc.\*\*  
IRS # 13-3286161

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
  
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
  
NUMBER OF  
SHARES 0  
-----  
8 SHARED VOTING POWER  
BENEFICIALLY  
  
OWNED BY 1,600  
-----  
EACH 9 SOLE DISPOSITIVE POWER  
  
REPORTING 0  
PERSON  
-----  
10 SHARED DISPOSITIVE POWER

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WITH

1,600

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,600

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

..001%

-----  
14 TYPE OF REPORTING PERSON\*

HC

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bear, Stearns & Co. Inc.\*\*

IRS # 13-3299429

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

WC, 00

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
7 SOLE VOTING POWER

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NUMBER OF  
SHARES 0

---

BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER

---

1,600

9 SOLE DISPOSITIVE POWER

---

0

10 SHARED DISPOSITIVE POWER

---

1,600

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,600

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

..001%

14 TYPE OF REPORTING PERSON\*

BD

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13D Amendment No. 2

This statement constitutes Amendment No. 2 to the statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Bear, Stearns & Co. Inc. ("Bear Stearns") with respect to its ownership of the Common Stock of Ecometry Corporation (the "Issuer").

Item 1: No Change

Item 2: No Change

Item 3: Source and Amount of Funds or Other Consideration  
Not applicable

Item 4: Not applicable

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Item 5: Interest in Securities of the Issuer (as of 06/03/02)

- (a) The responses of Bear Stearns to Rows (11) through (13) of the cover page of this Amendment No. 2 to Schedule 13D are incorporated herein by reference. To the best of Bear Stearns' knowledge, none of its executive officers or directors beneficially own any Common Stock of the Issuer.
- (b) The responses of Bear Stearns to Rows (7) through (10) of the cover page of this Amendment No. 2 to Schedule 13D are incorporated herein by reference.
- (c) Since the date of its initial filing on Schedule 13D, Bear Stearns has effected transactions in the Common Stock of the Issuer. Information concerning transactions in the Common Stock effected by Bear Stearns is set forth on Appendix II.
- (d) Not Applicable.
- (e) On June 03, 2002, Bear Stearns exchanged 789,310 shares of Ecometry Corporation. Therefore, Bear Stearns ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer since the date of its original filing.

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\*\*Bear, Stearns & Co., Inc is a subsidiary of The Bear, Stearns Companies Inc.

Signature:

After reasonable inquiry and to the best of my knowledge and belief,  
I certify that the information set forth in this statement is true,  
complete and correct.

June 06, 2002

-----  
(Date)

-----  
(Signature)

Steve Kraemer/Senior Managing Director

-----  
(Name/Title)

APPENDIX I  
DIRECTORS AND EXECUTIVE OFFICERS OF BEAR, STEARNS & CO. INC.

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Name	Principal Occupation or Employment
James E. Cayne	Chairman of the Board, Chief Executive Officer and Director
Alan D. Schwartz	President, Co-Chief Operating Officer and Director
Warren J. Spector	President, Co-Chief Operating Officer and Director
Alan C. Greenberg	Chairman of the Executive Committee
Kenneth L. Edlow	Secretary
Michael Minikes	Treasurer and Director
Mark E. Lehman	Executive Vice President/General Counsel Chief Legal Officer and Director
Samuel L. Molinaro Jr.	Chief Financial Officer/Senior Vice President-Finance and Director
E. John Rosenwald Jr.	Vice-Chairman of the Board and Director
Michael L. Tarnopol	Vice-Chairman of the Board and Director
Steven L. Begleiter	Director
Kathryn R. Booth	Director
Denis A. Bovin	Director
Peter D. Cherasia	Director
Ralph R. Cioffi	Director
Barry J. Cohen	Director
Wendy L. de Monchaux	Director
Bruce E. Geismar	Director
Daniel L. Keating	Director
David A. Liebowitz	Director
Richard R. Lindsey	Director
Bruce M. Lisman	Director
Roland N. Livney	Director
Jeffrey Mayer	Director
Steven D. Meyer	Director
Fares D. Noujaim	Director
Craig M. Overlander	Director
Aldo Parcesepe	Director

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Stephen E. Raphael	Director
Robert M. Steinberg	Director
Donald W. Tang	Director
Michael J. Urfirer	Director
Jeffrey H. Urwin	Director
Eli Wachtel	Director

All Directors and Executive Officers are citizens of the United States and their business address is 383 Madison Avenue, New York, New York 10179. Bear Stearns & Co. Inc. is a wholly-owned subsidiary of the Bear Stearns Companies Inc.

### APPENDIX II

#### Ecometry Corporation

Trading from 04/04/02 through 06/03/02

(Various Firm Accounts)

***** 06/03 *****		
378,012-	ECOMETRY CORP	MER OA 1,020,632.40-
205,649-	ECOMETRY CORP	MER OA 555,252.30-
205,649-	ECOMETRY CORP	MER OA 555,252.30-
***** 05/31 *****		
100	ECOMETRY CORP	2.7200 272.00
500	ECOMETRY CORP	2.8400 1,420.00
500	ECOMETRY CORP	2.8400 1,420.00
500	ECOMETRY CORP	2.8400 1,420.00
1,500	ECOMETRY CORP	2.8400 4,260.00
2,000	ECOMETRY CORP	2.8400 5,680.00
2,000-	ECOMETRY CORP	2.8400 5,680.00-
1,500-	ECOMETRY CORP	2.8400 4,260.00-
***** 05/23 *****		
19,600	ECOMETRY CORP	2.8600 56,056.00
3,000-	ECOMETRY CORP	2.8600 8,579.74-
4,000-	ECOMETRY CORP	2.8600 11,439.65-
5,000-	ECOMETRY CORP	2.8600 14,299.56-
5,900-	ECOMETRY CORP	2.8600 16,873.49-
2,000-	ECOMETRY CORP	2.8600 5,719.82-
3,700-	ECOMETRY CORP	2.8600 10,581.68-
4,100-	ECOMETRY CORP	2.8600 11,725.64-
5,000-	ECOMETRY CORP	2.8600 14,299.56-
5,000-	ECOMETRY CORP	2.8600 14,299.56-
9,800-	ECOMETRY CORP	2.8600 28,027.15-
9,800-	ECOMETRY CORP	2.8600 28,027.15-
***** 05/16 *****		
1,100	ECOMETRY CORP	2.8200 3,102.00
3,900	ECOMETRY CORP	2.8200 10,998.00
***** 05/06 *****		
40-	ECOMETRY CORP	2.8200 112.79-
***** 05/03 *****		
300	ECOMETRY CORP	2.8200 846.00
2,200	ECOMETRY CORP	2.8200 6,204.00
300-	ECOMETRY CORP	2.8200 846.00-
2,200-	ECOMETRY CORP	2.8200 6,204.00-
***** 05/02 *****		

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100	ECOMETRY CORP	2.8200	282.00
260	ECOMETRY CORP	2.8200	733.20
1,400	ECOMETRY CORP	2.8200	3,948.00
100-	ECOMETRY CORP	2.8200	282.00-
260-	ECOMETRY CORP	2.8200	733.20-
1,400-	ECOMETRY CORP	2.8200	3,948.00-
	***** 04/30 *****		
200	ECOMETRY CORP	2.8200	564.00
500	ECOMETRY CORP	2.8200	1,410.00
200-	ECOMETRY CORP	2.8200	564.00-
500-	ECOMETRY CORP	2.8200	1,410.00-
	***** 04/22 *****		
1,300	ECOMETRY CORP	2.8400	3,692.00
5,000-	ECOMETRY CORP	2.8400	14,199.57-
650-	ECOMETRY CORP	2.8400	1,845.94-
650-	ECOMETRY CORP	2.8400	1,845.94-
	***** 04/08 *****		
100	ECOMETRY CORP	2.7700	277.00
	***** 04/04 *****		
500	ECOMETRY CORP	2.8000	1,400.00
500	ECOMETRY CORP	2.8000	1,400.00
500	ECOMETRY CORP	2.8000	1,400.00
500	ECOMETRY CORP	2.8000	1,400.00
500	ECOMETRY CORP	2.8000	1,400.00
500	ECOMETRY CORP	2.8000	1,400.00
500	ECOMETRY CORP	2.8000	1,400.00
500	ECOMETRY CORP	2.8000	1,400.00
1,000	ECOMETRY CORP	2.8000	2,800.00
3,100	ECOMETRY CORP	2.8000	8,680.00
14,900	ECOMETRY CORP	2.8000	41,720.00
20,400	ECOMETRY CORP	2.8000	57,120.00
32,400	ECOMETRY CORP	2.8000	90,720.00
100-	ECOMETRY CORP	2.8000	279.99-
3,100-	ECOMETRY CORP	2.8000	8,679.73-
14,900-	ECOMETRY CORP	2.8000	41,718.74-
4,000-	ECOMETRY CORP	2.8000	11,199.66-
5,000-	ECOMETRY CORP	2.8000	13,999.57-
7,000-	ECOMETRY CORP	2.8000	19,599.41-
7,900-	ECOMETRY CORP	2.8000	22,119.33-
17,000-	ECOMETRY CORP	2.8000	47,598.56-
8,500	ECOMETRY CORP	2.8000	23,800.00
8,500	ECOMETRY CORP	2.8000	23,800.00

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).