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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 273,901

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 0

10 SHARED DISPOSITIVE POWER

WITH 273,901

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

273,901

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

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

4.10%

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, 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

0

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SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER

273,901

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

273,901

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

273,901

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

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

4.10%

14 TYPE OF REPORTING PERSON*

BD

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13D Amendment No. 1

This statement constitutes Amendment No. 1 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 Minntech Corporation. (the "Issuer").

Item 3: Source and Amount of Funds or Other Consideration

Not applicable

Item 5: Interest in Securities of the Issuer (as of 08/23/01)

(a) The responses of Bear Stearns to Rows (11) through (13) of the cover page of this Amendment No. 1 to Schedule 13D are incorporated herein by reference. To the best of Bear Stearns' knowledge, none of its executive officers or directors

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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. 1 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 I.
- (d) Not Applicable.
- (e) By August 23,2001, Bear Stearns sold 127,200 shares of Minntech 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. 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.

August 28, 2001

(Date)

/S/

(Signature)

Barry J. Cohen/Senior Managing Director

(Name/Title)

APPENDIX I

Minntech Corporation

Trading from 08/23/01 through 08/10/2001
(Various Firm Accounts)

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	***** 08/23 *****	
5,000-	MINNTECH CORP	10.3400 51,698.27-
30,000-	MINNTECH CORP	10.3000 308,989.70-
16,200-	MINNTECH CORP	10.3000 166,854.43-
13,800-	MINNTECH CORP	10.3000 142,135.26-
	***** 08/21 *****	
28,000-	MINNTECH CORP	10.3290 289,202.35-
9,000-	MINNTECH CORP	10.3290 92,957.90-
3,000-	MINNTECH CORP	10.3290 30,985.96-
	***** 08/20 *****	
24,300-	MINNTECH CORP	10.2512 249,095.85-
3,000-	MINNTECH CORP	10.2500 30,748.97-
2,000-	MINNTECH CORP	10.2500 20,499.31-
	***** 08/10 *****	
3,600	MINNTECH CORP	10.2700 36,972.00
1,900	MINNTECH CORP	10.2700 19,513.00
1,600	MINNTECH CORP	10.2700 16,432.00

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