

TEMARES STEVEN H
Form 4
October 14, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TEMARES STEVEN H

2. Issuer Name and Ticker or Trading Symbol
BED BATH & BEYOND INC
[BBBY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Last) (First) (Middle)
C/O BED BATH & BEYOND
INC., 650 LIBERTY AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/12/2011

UNION, NJ 07083

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	10/12/2011		M		26,609	A	\$ 31.615
							526,890
Common Stock, par value \$0.01 per share	10/12/2011		S		26,609	D	\$ 60.0639
							<u>(1)</u>
	10/13/2011		M		34,800	A	\$ 31.615
							535,081

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

10/13/2011 S 34,800 D \$ 60.1052 500,281 D
(2)

10/14/2011 M 58,591 A \$ 31.615 558,872 D

10/14/2011 M 180,000 A \$ 32.52 738,872 D

10/14/2011 S 238,591 D \$ 60.2651 500,281 D
(3)

5,000 (4) I

By Family
Limited
Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number

								Shares
Employee Stock Option (right to buy)	\$ 31.615	10/12/2011	M	26,609	<u>(5)</u>	03/06/2012	Common Stock	26,609
Employee Stock Option (right to buy)	\$ 31.615	10/13/2011	M	34,800	<u>(5)</u>	03/06/2012	Common Stock	34,800
Employee Stock Option (right to buy)	\$ 31.615	10/14/2011	M	58,591	<u>(5)</u>	03/06/2012	Common Stock	58,591
Employee Stock Option (right to buy)	\$ 32.52	10/14/2011	M	180,000	<u>(5)</u>	03/06/2012	Common Stock	180,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEMARES STEVEN H C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	X		Chief Executive Officer	

Signatures

/s/ Ori Solomon -
Attorney-in-Fact

10/14/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction was executed in multiple trades at prices ranging from \$60.00 to \$60.30. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

(2) This transaction was executed in multiple trades at prices ranging from \$60.05 to \$60.37. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

(3)

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This transaction was executed in multiple trades at prices ranging from \$60.05 to \$60.9113. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

- (4) Represents shares held by a family limited partnership established by Mr. Temares' mother. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (5) The stock option was fully exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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