BED BATH & BEYOND INC

Form 4 July 15, 2013

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and AdTEMARES S	^	_	Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			BED BATH & BEYOND INC [BBBY]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specification) below)			
C/O BED BATH & BEYOND INC., 650 LIBERTY AVENUE			07/11/2013	Chief Executive Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
UNION, NJ	07083			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Own			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow							ally 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. Securit our Dispos (Instr. 3, 4	ed of (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/11/2013		M	50,000	A	\$ 41.345	50,000 (1)	I	By Family Limited Partnership
Common Stock, par value \$0.01 per share	07/11/2013		S	50,000	D	\$ 76.5258 (2)	0 (1)	I	By Family Limited Partnership
	07/12/2013		M	50,000	A	\$ 41.345	50,000 (1)	I	

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Common Stock, par value \$0.01 per share								By Family Limited Partnership
Common Stock, par value \$0.01 per share	07/12/2013	S	50,000	D	\$ 76.6046 (<u>3)</u>	0 (1)	I	By Family Limited Partnership
Common Stock, par value \$0.01 per share	07/15/2013	M	34,693	A	\$ 41.345	34,693 (1)	I	By Family Limited Partnership
Common Stock, par value \$0.01 per share	07/15/2013	S	34,693	D	\$ 76.6581	0 (1)	I	By Family Limited Partnership
Common Stock, par value \$0.01 per share						594,676	D	
Common Stock, par value \$0.01 per share						5,000 (5)	I	By Family Limited Partnership
Reminder: Re	eport on a separate line for each class of sec	urities ber	Pers	ons v	vho respon	lirectly. d to the collected in this form		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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		
					and 5)		

number.

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 41.345	07/11/2013	M	50,000	<u>(6)</u>	03/03/2014	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 41.345	07/12/2013	M	50,000	<u>(6)</u>	03/03/2014	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 41.345	07/15/2013	M	34,693	<u>(6)</u>	03/03/2014	Common Stock	34,693

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	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 07/15/2013

**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).
- Represents securities held by a family limited partnership, of which Mr. Temares and his spouse are the sole general partners, and of (1) which Mr. Temares and his spouse serve as limited partners together with trusts for the benefit of Mr. Temares, his spouse and his children.
- This transaction was executed in multiple trades at prices ranging from \$76.34 to \$76.70. The price reported above reflects the weighted (2) 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.
- This transaction was executed in multiple trades at prices ranging from \$76.50 to \$76.92. 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) This transaction was executed in multiple trades at prices ranging from \$76.60 to \$77.00. 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

Reporting Owners 3

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Commission staff, the issuer or a security holder of the issuer.

- (5) 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.
- (6) The Employee Stock Option is 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.