

TEMARES STEVEN H

Form 4

January 27, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

(Last) (First) (Middle)

C/O BED BATH & BEYOND
INC., 650 LIBERTY AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2011

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify below)

Chief Executive Officer

UNION, NJ 07083

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/25/2011		M	180,000 A	\$ 23.7815 613,743	D	
Common Stock, par value \$0.01 per share	01/25/2011		M	120,000 A	\$ 24.594 733,743	D	
	01/25/2011		S	50,292 D	\$ 49 683,451	D	

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

100

D

\$ 49.005 683,351

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

8,872

D

\$ 49.01 674,479

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

600

D

\$ 49.015 673,879

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

8,700

D

\$ 49.02 665,179

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

600

D

\$ 49.025 664,579

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

1,928

D

\$ 49.03 662,651

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

2,600

D

\$ 49.035 660,051

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

14,400

D

\$ 49.04 645,651

D

01/25/2011

S

6,200

D

\$ 49.045 639,451

D

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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

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

5,424

D

\$ 49.05

634,027

D

01/25/2011

S

300

D

\$ 49.055

633,727

D

01/25/2011

S

4,500

D

\$ 49.06

629,227

D

01/25/2011

S

200

D

\$
49.0607

629,027

D

01/25/2011

S

1,300

D

\$ 49.065

627,727

D

01/25/2011

S

21,032

D

\$ 49.07

606,695

D

01/25/2011

S

100

D

\$
49.0707

606,595

D

01/25/2011

S

200

D

\$
49.0712

606,395

D

01/25/2011

S

5,500

D

\$ 49.08

600,895

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

100

D

\$
49.0807

600,795

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

1,400

D

\$ 49.085

599,395

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

7,500

D

\$ 49.09

591,895

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

1,700

D

\$ 49.095

590,195

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

12,669

D

\$ 49.1

577,526

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

100

D

\$
49.1005

577,426

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

100

D

\$
49.1011

577,326

D

Common
Stock, par
value
\$0.01 per
share

01/25/2011

S

12,600

D

\$ 49.11

564,726

D

01/25/2011

S

100

D

564,626

D

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Common
Stock, par
value
\$0.01 per
share

\$
49.1106

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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)	\$ 23.7815	01/25/2011		M		180,000		<u>(1)</u>	03/30/2011	Common Stock	180,000
Employee Stock Option (right to buy)	\$ 24.594	01/25/2011		M		120,000		<u>(1)</u>	03/30/2011	Common Stock	120,000

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

01/27/2011

__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) The stock option was fully exercisable.

Remarks:

This is the first of three Form 4s filed by Steven H. Temares on January 27, 2011.

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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