

TEMARES STEVEN H

Form 4

May 06, 2008

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

(Last) (First) (Middle)

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

(Street)

UNION, NJ 07083

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	05/06/2008		M		160,000	A	\$ 11.8282 354,670
Common Stock, par value \$0.01 per share	05/06/2008		S		2,900	D	\$ 33.25 351,770
	05/06/2008		S		600	D	\$ 33.26 351,170

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

900

D

\$ 33.27

350,270

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

400

D

\$ 33.28

349,870

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

1,100

D

\$ 33.29

348,770

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

400

D

\$ 33.3

348,370

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

300

D

\$ 33.31

348,070

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

600

D

\$ 33.32

347,470

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

1,200

D

\$ 33.33

346,270

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

300

D

\$ 33.35

345,970

D

05/06/2008

S

300

D

\$ 33.36

345,670

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

800

D

\$ 33.37

344,870

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

300

D

\$ 33.38

344,570

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

300

D

\$ 33.41

344,270

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

400

D

\$ 33.43

343,870

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

700

D

\$ 33.45

343,170

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

1,600

D

\$ 33.46

341,570

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

1,200

D

\$ 33.47

340,370

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

1,600

D

\$ 33.48

338,770

D

05/06/2008

S

800

D

\$ 33.49

337,970

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

600

D

\$ 33.5

337,370

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

1,600

D

\$ 33.51

335,770

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

1,000

D

\$ 33.52

334,770

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

1,300

D

\$ 33.53

333,470

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

300

D

\$ 33.54

333,170

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

2,900

D

\$ 33.55

330,270

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

1,200

D

\$ 33.56

329,070

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

900

D

\$ 33.57

328,170

D

05/06/2008

S

1,500

D

\$ 33.58

326,670

D

Common
Stock, par
value
\$0.01 per
share

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

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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)	\$ 11.8282	05/06/2008		M	160,000	<u>(1)</u> 05/27/2008	Common Stock 160,000

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 05/06/2008

__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).

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(1) The stock option was granted on May 27, 1998, expires on May 27, 2008 and is fully exercisable.

Remarks:

This is the first of three Form 4s filed by Steven Temares on May 6, 2008.

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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