

FIORILLI MATTHEW

Form 4

August 12, 2009

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FIORILLI MATTHEW

(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)  
08/10/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Senior VP - Stores

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	08/10/2009		M		73,200	A	\$ 11.4688
							247,898
Common Stock, par value \$0.01 per share	08/10/2009		S		1,556	D	\$ 36.25
							246,342
	08/10/2009		S		2,100	D	\$ 36.26
							244,242

Edgar Filing: FIORILLI MATTHEW - Form 4

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,564

D

\$ 36.27

242,678

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,600

D

\$ 36.28

241,078

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

600

D

\$ 36.29

240,478

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

2,080

D

\$ 36.3

238,398

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,400

D

\$ 36.31

236,998

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,540

D

\$ 36.32

235,458

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,500

D

\$ 36.33

233,958

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,687

D

\$ 36.34

232,271

D

08/10/2009

S

3,460

D

\$ 36.35

228,811

D

Edgar Filing: FIORILLI MATTHEW - Form 4

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

2,460

D

\$ 36.36

226,351

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

2,900

D

\$ 36.37

223,451

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

2,013

D

\$ 36.38

221,438

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

2,200

D

\$ 36.39

219,238

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

5,099

D

\$ 36.4

214,139

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

2,906

D

\$ 36.41

211,233

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

2,493

D

\$ 36.42

208,740

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

2,750

D

\$ 36.43

205,990

D

08/10/2009

S

2,582

D

\$ 36.44

203,408

D

Edgar Filing: FIORILLI MATTHEW - Form 4

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

3,110

D

\$ 36.45

200,298

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

600

D

\$ 36.46

199,698

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,200

D

\$ 36.47

198,498

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

2,600

D

\$ 36.48

195,898

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,970

D

\$ 36.49

193,928

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,730

D

\$ 36.5

192,198

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

900

D

\$ 36.51

191,298

D

Common  
Stock, par  
value  
\$0.01 per  
share

08/10/2009

S

1,300

D

\$ 36.52

189,998

D

08/10/2009

S

1,410

D

\$ 36.53

188,588

D

# Edgar Filing: FIORILLI MATTHEW - Form 4

Common  
Stock, par  
value  
\$0.01 per  
share

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.**

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)		8. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.4688	08/10/2009		M		73,200		<u>(1)</u>	<u>(2)</u>	Common Stock	73,200

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FIORILLI MATTHEW C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	Senior VP - Stores

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact 08/12/2009

\_\_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 is fully exercisable.

The expiration date with respect to the option to purchase 73,200 shares of common stock was December 31, 2009. The expiration date

(2) with respect to the option to purchase 16,800 of the remaining 76,800 shares of common stock is December 31, 2009 and the expiration date with respect to the option to purchase 60,000 of the remaining 76,800 shares of common stock is March 13, 2010.

### Remarks:

This is the first of two Form 4s filed by Matthew F. Fiorilli on August 12, 2009.

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.