

FIORILLI MATTHEW

Form 4

April 12, 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 *
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)
04/08/2011

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	04/08/2011		M		75,000	A	\$ 31.615 267,203
Common Stock, par value \$0.01 per share	04/08/2011		S		700	D	\$ 53.5 266,503
	04/08/2011		S		300	D	\$ 53.51 266,203

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

400

D

\$ 53.52

265,803

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

100

D

\$ 53.53

265,703

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

100

D

\$ 53.54

265,603

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

400

D

\$ 53.55

265,203

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

500

D

\$ 53.56

264,703

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

900

D

\$ 53.57

263,803

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

100

D

\$
53.5721

263,703

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

1,000

D

\$ 53.58

262,703

D

04/08/2011

S

100

D

262,603

D

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Common Stock, par value \$0.01 per share					\$ 53.5804		
Common Stock, par value \$0.01 per share	04/08/2011	S	300	D	\$ 53.59	262,303	D
Common Stock, par value \$0.01 per share	04/08/2011	S	400	D	\$ 53.6	261,903	D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,300	D	\$ 53.61	260,603	D
Common Stock, par value \$0.01 per share	04/08/2011	S	2,400	D	\$ 53.62	258,203	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 53.6209	258,103	D
Common Stock, par value \$0.01 per share	04/08/2011	S	900	D	\$ 53.63	257,203	D
Common Stock, par value \$0.01 per share	04/08/2011	S	900	D	\$ 53.64	256,303	D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,562	D	\$ 53.65	254,741	D
	04/08/2011	S	1,100	D	\$ 53.66	253,641	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

638

D

\$ 53.67

253,003

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

100

D

\$ 53.675

252,903

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

1,300

D

\$ 53.68

251,603

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

1,700

D

\$ 53.69

249,903

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

1,100

D

\$ 53.7

248,803

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

500

D

\$ 53.71

248,303

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

100

D

\$ 53.72

248,203

D

Common
Stock, par
value
\$0.01 per
share

04/08/2011

S

600

D

\$ 53.75

247,603

D

04/08/2011

S

100

D

247,503

D

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Common
Stock, par
value
\$0.01 per
share

\$
53.7509

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 or Number of Shares
Employee Stock Option (right to buy)	\$ 31.615	04/08/2011		M	75,000	<u>(1)</u> 12/31/2011	Common Stock 75,000

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

04/12/2011

__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 Matthew F. Fiorilli on April 12, 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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