

STARK ARTHUR

Form 4

April 20, 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 *
STARK ARTHUR

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)
04/18/2011

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
President and CMO

UNION, NJ 07083

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	04/18/2011		M		100,000	A	\$ 38.765 237,113
Common Stock, par value \$0.01 per share	04/18/2011		M		100,000	A	\$ 41.345 337,113
	04/18/2011		S		700	D	\$ 54.94 336,413

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

1,000

D

\$ 54.945

335,413

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

400

D

\$ 54.95

335,013

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

1,600

D

\$ 54.955

333,413

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

100

D

\$
54.9575

333,313

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

200

D

\$ 54.959

333,113

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

3,900

D

\$ 54.96

329,213

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

600

D

\$ 54.965

328,613

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

200

D

\$ 54.968

328,413

D

04/18/2011

S

7,900

D

\$ 54.97

320,513

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

3,700

D

\$ 54.975

316,813

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

4,100

D

\$ 54.98

312,713

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

1,300

D

\$ 54.985

311,413

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

5,300

D

\$ 54.99

306,113

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

2,100

D

\$ 54.995

304,013

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

5,050

D

\$ 55

298,963

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

2,800

D

\$ 55.005

296,163

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

4,598

D

\$ 55.01

291,565

D

04/18/2011

S

302

D

\$ 55.015

291,263

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

17,600

D

\$ 55.02

273,663

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

200

D

\$ 55.025

273,463

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

21,037

D

\$ 55.03

252,426

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

100

D

\$ 55.035

252,326

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

14,061

D

\$ 55.04

238,265

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

100

D

\$ 55.045

238,165

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

15,900

D

\$ 55.05

222,265

D

Common
Stock, par
value
\$0.01 per
share

04/18/2011

S

4,472

D

\$ 55.07

217,793

D

04/18/2011

S

700

D

\$ 55.075

217,093

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)	\$ 38.765	04/18/2011		M		100,000		<u>(1)</u>	04/25/2013	Common Stock	100,000
Employee Stock Option (right to buy)	\$ 41.345	04/18/2011		M		100,000		<u>(1)</u>	03/03/2014	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARK ARTHUR C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			President and CMO	

Signatures

/s/ Ori Solomon -
Attorney-in-Fact

04/20/2011

__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 two Form 4s filed by Arthur Stark on April 20, 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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