

TEMARES STEVEN H
Form 4
January 27, 2011

FORM 4

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

OMB APPROVAL

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

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

(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)

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

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

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

(Street)

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

UNION, NJ 07083

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| 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 |

Edgar Filing: TEMARES STEVEN H - Form 4

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

Edgar Filing: TEMARES STEVEN H - Form 4

| | | | | | | | |
|--|------------|---|--------|---|---------------|---------|---|
| 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 |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 300 | D | \$ 49.055 | 633,727 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 4,500 | D | \$ 49.06 | 629,227 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 200 | D | \$ 49.0607 | 629,027 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 1,300 | D | \$ 49.065 | 627,727 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 21,032 | D | \$ 49.07 | 606,695 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.0707 | 606,595 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 200 | D | \$ 49.0712 | 606,395 | D |
| | 01/25/2011 | S | 5,500 | D | \$ 49.08 | 600,895 | D |

Edgar Filing: TEMARES STEVEN H - Form 4

| | | | | | | | |
|--|------------|---|--------|---|---------------|---------|---|
| 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 |

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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | 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.
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.