

FIORILLI MATTHEW

Form 4

January 15, 2010

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

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)
01/13/2010

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Senior VP - Stores

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	01/13/2010		M		60,000	A	\$ 11.4688
							234,698
Common Stock, par value \$0.01 per share	01/13/2010		S		3,945	D	\$ 41.5
							230,753
	01/13/2010		S		1,319	D	\$ 41.51
							229,434

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

6,381

D

\$ 41.52

223,053

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

1,500

D

\$ 41.53

221,553

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

1,600

D

\$ 41.54

219,953

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

600

D

\$ 41.55

219,353

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

400

D

\$ 41.56

218,953

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

2,000

D

\$ 41.57

216,953

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

1,000

D

\$ 41.58

215,953

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

1,700

D

\$ 41.59

214,253

D

01/13/2010

S

1,200

D

\$ 41.6

213,053

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

2,800

D

\$ 41.61

210,253

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

2,423

D

\$ 41.62

207,830

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

2,487

D

\$ 41.63

205,343

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

2,690

D

\$ 41.64

202,653

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

1,700

D

\$ 41.65

200,953

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

1,600

D

\$ 41.66

199,353

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

2,149

D

\$ 41.67

197,204

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

2,038

D

\$ 41.68

195,166

D

01/13/2010

S

2,451

D

\$ 41.69

192,715

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

362

D

\$ 41.7

192,353

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

200

D

\$ 41.71

192,153

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

1,200

D

\$ 41.73

190,953

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

1,300

D

\$ 41.74

189,653

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

550

D

\$ 41.75

189,103

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

900

D

\$ 41.76

188,203

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

1,100

D

\$ 41.77

187,103

D

Common
Stock, par
value
\$0.01 per
share

01/13/2010

S

650

D

\$ 41.78

186,453

D

01/13/2010

S

1,000

D

\$ 41.79

185,453

D

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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 11.4688	01/13/2010		M	60,000	<u>(1)</u> 03/13/2010	Common Stock 60,000

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 01/15/2010

__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 Matthew F. Fiorilli on January 15, 2010.

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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