

FIORILLI MATTHEW

Form 4

September 27, 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

OMB
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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)
09/23/2011

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 below) ____ Other (specify 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Code V Amount (D) Price	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)
Common Stock, par value \$0.01 per share	09/26/2011		S	100 D \$ 58.36	168,768	D	
Common Stock, par value \$0.01 per share	09/26/2011		S	100 D \$ 58.38	168,668	D	
	09/26/2011		S	100 D	168,568	D	

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Common Stock, par value \$0.01 per share					\$ 58.39		
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.4	168,468	D
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.41	168,368	D
Common Stock, par value \$0.01 per share	09/26/2011	S	400	D	\$ 58.43	167,968	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.44	167,668	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.45	167,368	D
Common Stock, par value \$0.01 per share	09/26/2011	S	400	D	\$ 58.47	166,968	D
Common Stock, par value \$0.01 per share	09/26/2011	S	700	D	\$ 58.48	166,268	D
Common Stock, par value \$0.01 per share	09/26/2011	S	227	D	\$ 58.49	166,041	D
	09/26/2011	S	600	D	\$ 58.5	165,441	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

09/26/2011

S

100

D

\$
58.51

165,341

D

Common
Stock, par
value
\$0.01 per
share

09/26/2011

S

300

D

\$
58.52

165,041

D

Common
Stock, par
value
\$0.01 per
share

09/26/2011

S

73

D

\$
58.53

164,968

D

Common
Stock, par
value
\$0.01 per
share

09/26/2011

S

100

D

\$
58.54

164,868

D

Common
Stock, par
value
\$0.01 per
share

09/26/2011

S

100

D

\$
58.55

164,768

D

Common
Stock, par
value
\$0.01 per
share

09/26/2011

S

100

D

\$
58.57

164,668

D

Common
Stock, par
value
\$0.01 per
share

09/26/2011

S

300

D

\$ 58.6

164,368

D

Common
Stock, par
value
\$0.01 per
share

09/26/2011

S

200

D

\$
58.62

164,168

D

09/26/2011

S

200

D

163,968

D

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Common Stock, par value \$0.01 per share					\$ 58.66				
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.72	163,768	D		
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.73	163,668	D		
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.77	163,468	D		
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.85	163,268	D		
Common Stock, par value \$0.01 per share						1,600 ⁽¹⁾	I	By immediate family member	

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.

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

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 09/27/2011

__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) Represents shares held by an immediate family member of Mr. Fiorilli. Mr. Fiorilli disclaims beneficial ownership of such shares.

Remarks:

This is the second of two Form 4s filed by Matthew Fiorilli on September 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.
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