

BED BATH & BEYOND INC

Form 4

May 13, 2016

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 *
Lattmann Susan E.

(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)
05/11/2016

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) below)
CFO and Treasurer

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)	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	05/11/2016		M	3,171 (1)	A 11 28,196	D	
Common Stock, par value \$0.01 per share	05/11/2016		F	1,182 (2)	D \$ 44.455 27,014	D	
	05/12/2016		M		A 11 30,021	D	

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Common
Stock, par
value
\$0.01 per
share

3,007
(1)

Common
Stock, par
value 05/12/2016
\$0.01 per
share

F 1,121 D \$ 43.25 28,900 D
(2)

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
Performance Stock Units	(3)	05/11/2016		A		9,513		(4)	(4)	Common Stock	9,513
Performance Stock Units	(3)	05/11/2016		M		3,171		(4)	(4)	Common Stock	3,171
Performance Stock Units	(3)	05/12/2016		M		3,007		(5)	(5)	Common Stock	3,007

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lattmann Susan E. C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	CFO and Treasurer

Signatures

/s/ Charles Lee,
Attorney-in-fact

05/13/2016

__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 the vesting of performance stock units ("PSUs") previously granted to Ms. Lattmann and which convert on a one-for-one basis into common stock.
- (2) Represents the surrender of shares to the Company to satisfy Ms. Lattmann's tax withholding obligation upon the vesting of PSUs previously granted to Ms. Lattmann.
- (3) The PSUs convert on a one-for-one basis into common stock.
- (4) With certain exceptions, the PSUs vest in three equal annual installments commencing on May 11, 2016, subject to Ms. Lattmann's continued service to the Company on such dates.
- (5) With certain exceptions, the PSUs vest in three equal annual installments commencing on May 12, 2015, subject to Ms. Lattmann's continued service to the Company on such dates.
- (6) Represents PSUs earned based upon the achievement of a performance-based test for these PSUs previously granted.

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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