

FIORILLI MATTHEW
Form 4
April 13, 2009

FORM 4

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

OMB APPROVAL

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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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
04/09/2009

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

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	or (D)	Price	
Common Stock, par value \$0.01 per share	04/09/2009		M		100,000	A	\$ 16.125 251,151	D
Common Stock, par value \$0.01 per share	04/09/2009		S		7,100	D	\$ 31 244,051	D
	04/09/2009		S		2,700	D	\$ 31.01 241,351	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/09/2009	S	300	D	\$ 31.015	241,051	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,000	D	\$ 31.02	240,051	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,500	D	\$ 31.03	238,551	D
Common Stock, par value \$0.01 per share	04/09/2009	S	3,700	D	\$ 31.04	234,851	D
Common Stock, par value \$0.01 per share	04/09/2009	S	565	D	\$ 31.05	234,286	D
Common Stock, par value \$0.01 per share	04/09/2009	S	700	D	\$ 31.06	233,586	D
Common Stock, par value \$0.01 per share	04/09/2009	S	200	D	\$ 31.07	233,386	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,400	D	\$ 31.08	231,986	D
	04/09/2009	S	1,200	D		230,786	D

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Common Stock, par value \$0.01 per share					\$ 31.0854		
Common Stock, par value \$0.01 per share	04/09/2009	S	1,200	D	\$ 31.09	229,586	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,700	D	\$ 31.1	227,886	D
Common Stock, par value \$0.01 per share	04/09/2009	S	3,000	D	\$ 31.11	224,886	D
Common Stock, par value \$0.01 per share	04/09/2009	S	300	D	\$ 31.1144	224,586	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,200	D	\$ 31.12	223,386	D
Common Stock, par value \$0.01 per share	04/09/2009	S	2,000	D	\$ 31.13	221,386	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,300	D	\$ 31.14	220,086	D
Common Stock, par value \$0.01 per share	04/09/2009	S	600	D	\$ 31.15	219,486	D
	04/09/2009	S	300	D	\$ 31.16	219,186	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/09/2009	S	100	D	\$ 31.17	219,086	D
Common Stock, par value \$0.01 per share	04/09/2009	S	400	D	\$ 31.18	218,686	D
Common Stock, par value \$0.01 per share	04/09/2009	S	700	D	\$ 31.186	217,986	D
Common Stock, par value \$0.01 per share	04/09/2009	S	400	D	\$ 31.19	217,586	D
Common Stock, par value \$0.01 per share	04/09/2009	S	500	D	\$ 31.2	217,086	D
Common Stock, par value \$0.01 per share	04/09/2009	S	200	D	\$ 31.22	216,886	D
Common Stock, par value \$0.01 per share	04/09/2009	S	200	D	\$ 31.23	216,686	D
Common Stock, par value \$0.01 per share	04/09/2009	S	100	D	\$ 31.25	216,586	D
	04/09/2009	S	1,500	D	\$ 31.26	215,086	D

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(1) The stock option is fully exercisable.

Remarks:

This is the first of three Form 4s filed by Matthew F. Fiorilli on April 13, 2009.

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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