

FIORILLI MATTHEW
Form 4
August 13, 2009

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 *
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)
08/12/2009

___ 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 Price | | |
| Common Stock, par value \$0.01 per share | 08/12/2009 | | M | | 16,800 A \$ 11.4688 | 191,498 | D |
| Common Stock, par value \$0.01 per share | 08/12/2009 | | S | | 4,436 D \$ 36.25 | 187,062 | D |
| | 08/12/2009 | | S | | 2,073 D \$ 36.26 | 184,989 | D |

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| | | | | | | | |
|--|------------|---|-------|---|----------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 08/12/2009 | S | 3,181 | D | \$ 36.27 | 181,808 | D |
| Common Stock, par value \$0.01 per share | 08/12/2009 | S | 1,800 | D | \$ 36.28 | 180,008 | D |
| Common Stock, par value \$0.01 per share | 08/12/2009 | S | 2,096 | D | \$ 36.29 | 177,912 | D |
| Common Stock, par value \$0.01 per share | 08/12/2009 | S | 804 | D | \$ 36.3 | 177,108 | D |
| Common Stock, par value \$0.01 per share | 08/12/2009 | S | 819 | D | \$ 36.31 | 176,289 | D |
| Common Stock, par value \$0.01 per share | 08/12/2009 | S | 400 | D | \$ 36.32 | 175,889 | D |
| Common Stock, par value \$0.01 per share | 08/12/2009 | S | 300 | D | \$ 36.33 | 175,589 | D |
| Common Stock, par value \$0.01 per share | 08/12/2009 | S | 400 | D | \$ 36.34 | 175,189 | D |
| | 08/12/2009 | S | 291 | D | \$ 36.35 | 174,898 | D |

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

100

D

\$ 36.4

174,798

D

08/12/2009

S

100

D

\$ 36.43

174,698

D

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.

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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 11.4688 | 08/12/2009 | | M | 16,800 | ⁽²⁾ | ⁽³⁾ | Common Stock | 16,800 |

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
 08/13/2009
 **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.
- (2) The stock option is fully exercisable.
- (3) The expiration date with respect to the option to purchase 16,800 shares of common stock was December 31, 2009. The expiration date with respect to the option to purchase the remaining 60,000 shares of common stock is March 13, 2010.

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.