

TEMARES STEVEN H  
Form 4  
January 27, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
TEMARES STEVEN H

2. Issuer Name and Ticker or Trading Symbol  
BED BATH & BEYOND INC  
[BBBY]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

(Last) (First) (Middle)  
C/O BED BATH & BEYOND  
INC., 650 LIBERTY AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2011

UNION, NJ 07083

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

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  |                                | (A) or (D)  | Price   |  |  |
|  |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock, par value \$0.01 per share | 01/25/2011                           |  | S                              | 100   | D   | \$ 49.1806   | 457,421 D                                  |
| Common Stock, par value \$0.01 per share | 01/25/2011                           |  | S                              | 100   | D   | \$ 49.1822   | 457,321 D                                  |
|  | 01/25/2011                           |  | S                              | 5,300   | D   | \$ 49.19   | 452,021 D                                  |

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|  |            |   |       |   |          |         |   |
|--|------------|---|-------|---|----------|---------|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |   |       |   |          |         |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/25/2011 | S | 2,100 | D | \$ 49.2  | 449,921 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/25/2011 | S | 6,000 | D | \$ 49.21 | 443,921 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/25/2011 | S | 1,400 | D | \$ 49.22 | 442,521 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/25/2011 | S | 2,100 | D | \$ 49.23 | 440,421 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/25/2011 | S | 200   | D | \$ 49.24 | 440,221 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/25/2011 | S | 3,000 | D | \$ 49.25 | 437,221 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/25/2011 | S | 1,800 | D | \$ 49.26 | 435,421 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/25/2011 | S | 600   | D | \$ 49.27 | 434,821 | D |
|  | 01/25/2011 | S | 300   | D | \$ 49.28 | 434,521 | D |

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

01/25/2011

S 600 D \$ 49.29 433,921 D

01/25/2011

S 178 D \$ 49.31 433,743 D

5,000 <sup>(1)</sup> I

By Family  
Limited  
Partnership

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |  |   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

TEMARES STEVEN H  
C/O BED BATH & BEYOND INC.  
650 LIBERTY AVENUE  
UNION, NJ 07083

X

Chief Executive Officer

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact

01/27/2011

\_\_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 a family limited partnership established by Mr. Temares' mother. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

### Remarks:

This is the third of three Form 4s filed by Steven H. Temares on January 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. 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.