

BED BATH & BEYOND INC
 Form 4
 April 12, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
EISENBERG WARREN

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)
04/08/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-Chairman

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 Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------------------|---|
| | | | Code | V | Amount | or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 04/08/2016 | | M | | 81,367 | A | \$ 32.87 | 1,099,259 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 04/08/2016 | | M | | 84,603 | A | \$ 28.33 | 1,183,862 | D |
| | 04/08/2016 | | S | | 88,781 | D | | 1,095,081 | D |

Edgar Filing: BED BATH & BEYOND INC - Form 4

| | | | | | | | | |
|--|------------|---|---------|---|-----------------------------|--------------------|---|--------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 47.4768 <u>(2)</u> | | | |
| Common Stock, par value \$0.01 per share | 04/08/2016 | S | 88,215 | D | \$ 48.3064 <u>(3)</u> | 1,006,866 | D | |
| Common Stock, par value \$0.01 per share | 04/08/2016 | S | 171 | D | \$ 49.0146 <u>(4)</u> | 1,006,695 | D | |
| Common Stock, par value \$0.01 per share | 04/11/2016 | S | 361,544 | D | \$ 47.2342 <u>(5)</u> | 645,151 | D | |
| Common Stock, par value \$0.01 per share | 04/12/2016 | S | 100,000 | D | \$ 47.1056 <u>(6)</u> | 545,151 | D | |
| Common Stock, par value \$0.01 per share | 04/08/2016 | S | 160,921 | D | \$ 47.4768 <u>(2)</u> | 160,205 <u>(7)</u> | I | By Spouse |
| Common Stock, par value \$0.01 per share | 04/08/2016 | S | 159,896 | D | \$ 48.3064 <u>(3)</u> | 309 <u>(8)</u> | I | By Spouse |
| Common Stock, par value \$0.01 per share | 04/08/2016 | S | 309 | D | \$ 49.0146 <u>(4)</u> | 0 <u>(8)</u> | I | By Spouse |
| Common Stock, par value \$0.01 per share | | | | | | 869,855 <u>(9)</u> | I | By Trusts |

Edgar Filing: BED BATH & BEYOND INC - Form 4

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 32.87 | 04/08/2016 | | M | 81,367 | <u>(10)</u> 05/12/2016 | Common Stock 81,367 |
| Employee Stock Option (right to buy) | \$ 28.33 | 04/08/2016 | | M | 84,603 | <u>(10)</u> 05/11/2017 | Common Stock 84,603 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| EISENBERG WARREN C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083 | X | | Co-Chairman | |

Signatures

/s/ Charles Lee,
Attorney-in-fact

04/12/2016

__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) Includes 378,087 shares received upon a prior distribution to Mr. Eisenberg by a trust, which were previously reported as owned indirectly by the trust.

This transaction was executed in multiple trades at prices ranging from \$47.00 to \$47.98. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (2) This transaction was executed in multiple trades at prices ranging from \$48.00 to \$48.99. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (3) This transaction was executed in multiple trades at prices ranging from \$49.00 to \$49.03. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (4) This transaction was executed in multiple trades at prices ranging from \$47.00 to \$47.80. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (5) This transaction was executed in multiple trades at prices ranging from \$47.00 to \$47.28. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (6) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (7) Includes 252,058 shares received upon a prior distribution to Mr. Eisenberg's spouse by a trust, which were previously reported as owned indirectly by the trust.
- (8) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (9) Represents shares held by trusts for the benefit of Mr. Eisenberg and his family members. Mr. Eisenberg disclaims beneficial ownership of 347,942 of such shares. Excludes 378,087 shares previously distributed to Mr. Eisenberg and 252,058 shares previously distributed to Mr. Eisenberg's spouse.
- (10) The Employee Stock Options were fully exercisable.

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.