BED BATH & BEYOND INC

Form 4 May 13, 2016

FORM 4

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

OMB APPROVAL

OMB

Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

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response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

		Address of Reporting S STEVEN H	Symbol		nd Ticker or Trading BEYOND INC	5. Relationship of Reporting Person(s) to Issuer			
			[BBB]	Y]		(Check all applicable)			
	(Last)	· ,	(Month	of Earliest '/ /Day/Year)	Transaction	_X_ Director _X_ Officer (given below)		0% Owner ther (specify	
		C/O BED BATH & BEYOND NC., 650 LIBERTY AVENUE				Chief Executive Officer			
		(Street)	4. If Ar	nendment, l	Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(M	Ionth/Day/Ye	ear)	Applicable Line) _X_ Form filed by One Reporting Person			
	UNION, N	IJ 07083			More than One l	Reporting			
	(City)	(State)	-Derivative Securities Acq	uired, Disposed o	f, or Benefici	ally Owned			
	1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transacti Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature o Indirect Beneficial	
	(Instr. 3)		any (Month/Day/Year)	(Instr. 8)	(1115u. 5, 4 allu 5)	Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
						Reported	(I)		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of	` ′	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	36,806 (1)	A	(1)	597,746	D	
Common Stock, par value \$0.01 per share	05/11/2016		F	19,084 (2)	D	\$ 44.455	578,662	D	
	05/12/2016		M		A	<u>(1)</u>	617,611	D	

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Common Stock, par value \$0.01 per share			38,949 (1)					
Common Stock, par value \$0.01 per share	05/12/2016	F	20,196 (<u>2)</u>	D	\$ 43.25	597,415	D	
Common Stock, par value \$0.01 per share						99,336	I	By Family Limited Partnership
Common Stock, par value \$0.01 per share						5,000	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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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)	Acquired (A) or		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
<u>(5)</u>	05/11/2016		A	110,416	(-)	<u>(6)</u>	<u>(6)</u>	Common Stock	11
<u>(5)</u>	05/11/2016		M		36,806	<u>(6)</u>	<u>(6)</u>	Common Stock	36
<u>(5)</u>	05/12/2016		M		38,949	<u>(7)</u>	<u>(7)</u>	Common Stock	38
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security (5) 05/11/2016	Conversion or Exercise Price of Derivative Security (5) 05/11/2016 (5) 05/11/2016	Conversion or Exercise Price of Derivative Security Code (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Code (Instr. 8)) Code (Instr. 8) Code V A (5) 05/11/2016 M	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) Disposed of (Instr. 3, 4, Security) Code V (A) A 110,416	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) A 110,416 (5) 05/11/2016 M 36,806	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D) (5) 05/11/2016 A 110,416 Expiration Date, if any (Month/Day/Year) (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D) (5) 05/11/2016 M 36,806	Conversion or Exercise Price of Derivative Security Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Perivative Security Execution Date, if any (Month/Day/Year) (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) A 110,416 Date Expiration Date (Month/Day/Year) Title Code V (A) (D) A 110,416 Common Stock (5) 05/11/2016 M 36,806 M 38,949 (7) (7) (7) Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

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

Chief Executive Officer

Signatures

/s/ Charles Lee -Attorney-in-Fact 05/13/2016

**Signature of Reporting Person Dat

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 Mr. Temares and which convert on a one-for-one basis into common stock
- (2) Represents the surrender of shares to the Company to satisfy Mr. Temares' tax withholding obligation upon the vesting of PSUs previously granted to Mr. Temares.
- (3) Represents shares held by a family limited partnership, of which Mr. Temares and his spouse are the sole general partners, and of which Mr. Temares and his spouse serve as limited partners together with trusts for the benefit of Mr. Temares, his spouse and his children.
- (4) 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.
- (5) The PSUs convert on a one-for-one basis into common stock.
- (6) With certain exceptions, the PSUs vest in three equal annual installments commencing on May 11, 2016, subject to Mr. Temares' continued service to the Company on such dates.
- (7) With certain exceptions, the PSUs vest in three equal annual installments commencing on May 12, 2015, subject to Mr. Temares' continued service to the Company on such dates.
- (8) 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. 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.

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