

STARK ARTHUR  
Form 4  
April 28, 2010

**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 \*  
STARK ARTHUR

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)  
04/26/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President and CMO

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) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|  |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock, par value \$0.01 per share | 04/26/2010                           |  | M                              | 15,000  | A   | \$ 23.7815   | 133,873   | D |
| Common Stock, par value \$0.01 per share | 04/26/2010                           |  | S                              | 700   | D   | \$ 48.1  | 133,173   | D |
|  | 04/26/2010                           |  | S                              | 1,800   | D   | \$ 48.11   | 131,373   | D |

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

04/26/2010

S

100

D

\$ 48.115 131,273

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/26/2010

S

1,500

D

\$ 48.12 129,773

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/26/2010

S

100

D

\$ 48.125 129,673

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/26/2010

S

2,400

D

\$ 48.13 127,273

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/26/2010

S

1,800

D

\$ 48.14 125,473

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/26/2010

S

300

D

\$ 48.145 125,173

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/26/2010

S

200

D

\$ 48.15 124,973

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/26/2010

S

100

D

\$ 48.155 124,873

D

04/26/2010

S

400

D

\$ 48.16 124,473

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 | 04/26/2010 | S | 500 | D | \$ 48.17      | 123,973 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 100 | D | \$ 48.175     | 123,873 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 900 | D | \$ 48.18      | 122,973 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 100 | D | \$<br>48.1825 | 122,873 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 300 | D | \$ 48.185     | 122,573 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 828 | D | \$ 48.19      | 121,745 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 200 | D | \$ 48.195     | 121,545 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 100 | D | \$ 48.2       | 121,445 | D |
|  | 04/26/2010 | S | 100 | D |               | 121,345 | D |

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|  |            |   |     |   |           |         |         |   |
|--|------------|---|-----|---|-----------|---------|---------|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |   |     |   | \$        |         |         |   |
|  |            |   |     |   | 48.2025   |         |         |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 100 | D | \$ 48.205 | 121,245 |         | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 400 | D | \$ 48.21  | 120,845 |         | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 200 | D | \$ 48.215 | 120,645 |         | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 500 | D | \$ 48.22  | 120,145 |         | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 100 | D | \$        |         | 120,045 | D |
|  |            |   |     |   | 48.2225   |         |         |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 200 | D | \$ 48.225 | 119,845 |         | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 400 | D | \$ 48.23  | 119,445 |         | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/26/2010 | S | 200 | D | \$ 48.235 | 119,245 |         | D |
|  | 04/26/2010 | S | 200 | D | \$ 48.24  | 119,045 |         | D |

Common  
Stock, par  
value  
\$0.01 per  
share

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)

| 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)       | \$ 23.7815   | 04/26/2010                           |  | M                              | 15,000  | <u>(1)</u> 03/30/2011                                    | Common Stock 15,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| STARK ARTHUR<br>C/O BED BATH & BEYOND INC.<br>650 LIBERTY AVENUE<br>UNION, NJ 07083 |               |           | President and CMO |       |

## Signatures

/s/ Ori Solomon - Attorney-in-Fact  
04/28/2010

\_\_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) The stock option was fully exercisable.

### Remarks:

This is the first of two Form 4s being filed by Arthur Stark on April 28, 2010.

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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