

FIORILLI MATTHEW  
Form 4  
April 12, 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 \*  
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)  
04/08/2011

\_\_\_\_ 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) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
| Code                                     | V                                    | Amount   | (D)                            | Price   |   |  |   |   |
| Common Stock, par value \$0.01 per share | 04/08/2011                           |  | M                              | 75,000  | A   | \$ 31.615  | 267,203   | D |
| Common Stock, par value \$0.01 per share | 04/08/2011                           |  | S                              | 700   | D   | \$ 53.5  | 266,503   | D |
|  | 04/08/2011                           |  | S                              | 300   | D   | \$ 53.51   | 266,203   | 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 | 04/08/2011 | S | 400   | D | \$ 53.52      | 265,803 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 100   | D | \$ 53.53      | 265,703 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 100   | D | \$ 53.54      | 265,603 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 400   | D | \$ 53.55      | 265,203 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 500   | D | \$ 53.56      | 264,703 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 900   | D | \$ 53.57      | 263,803 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 100   | D | \$<br>53.5721 | 263,703 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 1,000 | D | \$ 53.58      | 262,703 | D |
|  | 04/08/2011 | S | 100   | D |               | 262,603 | D |

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|  |            |   |       |   |               |         |   |
|--|------------|---|-------|---|---------------|---------|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |   |       |   | \$<br>53.5804 |         |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 300   | D | \$ 53.59      | 262,303 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 400   | D | \$ 53.6       | 261,903 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 1,300 | D | \$ 53.61      | 260,603 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 2,400 | D | \$ 53.62      | 258,203 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 100   | D | \$<br>53.6209 | 258,103 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 900   | D | \$ 53.63      | 257,203 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 900   | D | \$ 53.64      | 256,303 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/08/2011 | S | 1,562 | D | \$ 53.65      | 254,741 | D |
|  | 04/08/2011 | S | 1,100 | D | \$ 53.66      | 253,641 | D |

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

04/08/2011

S

638

D

\$ 53.67

253,003

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/08/2011

S

100

D

\$ 53.675

252,903

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/08/2011

S

1,300

D

\$ 53.68

251,603

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/08/2011

S

1,700

D

\$ 53.69

249,903

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/08/2011

S

1,100

D

\$ 53.7

248,803

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/08/2011

S

500

D

\$ 53.71

248,303

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/08/2011

S

100

D

\$ 53.72

248,203

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/08/2011

S

600

D

\$ 53.75

247,603

D

04/08/2011

S

100

D

247,503

D

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Common Stock, par value \$0.01 per share \$ 53.7509

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)          | (D)                        |
| Employee Stock Option (right to buy)       | \$ 31.615  | 04/08/2011                           |  | M                              | 75,000  | (1)  | 12/31/2011  | Common Stock | 75,000                     |

Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| FIORILLI MATTHEW<br>C/O BED BATH & BEYOND INC.<br>650 LIBERTY AVENUE<br>UNION, NJ 07083 |               |           | Senior VP - Stores |       |

Signatures

/s/ Ori Solomon - Attorney-in-Fact 04/12/2011

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

### Remarks:

This is the first of three Form 4s filed by Matthew F. Fiorilli on April 12, 2011.

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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