

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)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	01/25/2011		M		180,000	A	\$ 23.7815
Common Stock, par value \$0.01 per share	01/25/2011		M		120,000	A	\$ 24.594
	01/25/2011		S		50,292	D	\$ 49
							613,743
							733,743
							683,451

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011

S 100 D \$ 49.005 683,351 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011

S 8,872 D \$ 49.01 674,479 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011

S 600 D \$ 49.015 673,879 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011

S 8,700 D \$ 49.02 665,179 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011

S 600 D \$ 49.025 664,579 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011

S 1,928 D \$ 49.03 662,651 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011

S 2,600 D \$ 49.035 660,051 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011

S 14,400 D \$ 49.04 645,651 D

01/25/2011

S 6,200 D \$ 49.045 639,451 D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011 S 5,424 D \$ 49.05 634,027 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011 S 300 D \$ 49.055 633,727 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011 S 4,500 D \$ 49.06 629,227 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011 S 200 D \$ 49.0607 629,027 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011 S 1,300 D \$ 49.065 627,727 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011 S 21,032 D \$ 49.07 606,695 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011 S 100 D \$ 49.0707 606,595 D

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011 S 200 D \$ 49.0712 606,395 D

01/25/2011 S 5,500 D \$ 49.08 600,895 D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.0807	600,795	D
Common Stock, par value \$0.01 per share	01/25/2011	S	1,400	D	\$ 49.085	599,395	D
Common Stock, par value \$0.01 per share	01/25/2011	S	7,500	D	\$ 49.09	591,895	D
Common Stock, par value \$0.01 per share	01/25/2011	S	1,700	D	\$ 49.095	590,195	D
Common Stock, par value \$0.01 per share	01/25/2011	S	12,669	D	\$ 49.1	577,526	D
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.1005	577,426	D
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.1011	577,326	D
Common Stock, par value \$0.01 per share	01/25/2011	S	12,600	D	\$ 49.11	564,726	D
	01/25/2011	S	100	D		564,626	D

Common Stock, par value \$0.01 per share \$ 49.1106

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Number Shares
Employee Stock Option (right to buy)	\$ 23.7815	01/25/2011		M	180,000	<u>(1)</u> 03/30/2011	Common Stock 180,000
Employee Stock Option (right to buy)	\$ 24.594	01/25/2011		M	120,000	<u>(1)</u> 03/30/2011	Common Stock 120,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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) The stock option was fully exercisable.

### Remarks:

This is the first 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.  
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