

CASTAGNA EUGENE A

Form 4

July 06, 2011

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CASTAGNA EUGENE A

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)  
07/01/2011

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
CFO and Treasurer

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)  
\_X\_ 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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                      |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011                              |                                                             | M                                    |                                                                         | 100,000                                                                                                            | A                                                                       | \$ 38.765 226,667                                                 |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011                              |                                                             | M                                    |                                                                         | 20,000                                                                                                             | A                                                                       | \$ 37.51 246,667                                                  |
|                                                      | 07/01/2011                              |                                                             | S                                    |                                                                         | 30,852                                                                                                             | D                                                                       | \$ 59.2 215,815                                                   |

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

07/01/2011

S

200

D

\$  
59.2002

215,615

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/01/2011

S

100

D

\$  
59.2005

215,515

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/01/2011

S

100

D

\$  
59.2007

215,415

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/01/2011

S

600

D

\$  
59.2011

214,815

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/01/2011

S

900

D

\$  
59.2012

213,915

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/01/2011

S

400

D

\$  
59.2013

213,515

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/01/2011

S

200

D

\$  
59.2017

213,315

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/01/2011

S

100

D

\$  
59.2023

213,215

D

07/01/2011

S

100

D

213,115

D

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|                                                      |            |   |        |   |               |         |   |
|------------------------------------------------------|------------|---|--------|---|---------------|---------|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |   |        |   | \$<br>59.2024 |         |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011 | S | 7,945  | D | \$ 59.205     | 205,170 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011 | S | 21,611 | D | \$ 59.21      | 183,559 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011 | S | 100    | D | \$<br>59.2102 | 183,459 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011 | S | 100    | D | \$<br>59.2104 | 183,359 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011 | S | 300    | D | \$<br>59.2111 | 183,059 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011 | S | 1,200  | D | \$<br>59.2112 | 181,859 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011 | S | 400    | D | \$<br>59.2113 | 181,459 | D |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 07/01/2011 | S | 100    | D | \$<br>59.2115 | 181,359 | D |
|                                                      | 07/01/2011 | S | 3,225  | D | \$ 59.215     | 178,134 | D |

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

07/01/2011

S

9,028

D

\$ 59.22

169,106

D

07/01/2011

S

100

D

\$  
59.2205

169,006

D

07/01/2011

S

500

D

\$  
59.2211

168,506

D

07/01/2011

S

872

D

\$  
59.2212

167,634

D

07/01/2011

S

200

D

\$  
59.2213

167,434

D

07/01/2011

S

5,643

D

\$ 59.225

161,791

D

07/01/2011

S

8,258

D

\$ 59.23

153,533

D

07/01/2011

S

100

D

\$  
59.2309

153,433

D

07/01/2011

S

300

D

153,133

D

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Common  
Stock, par  
value  
\$0.01 per  
share

\$  
59.2311

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>Number<br>Shares                                 |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 38.765                                                             | 07/01/2011                              |                                                             | M                                       | 100,000                                                                                                   | <u>(1)</u> 04/25/2013                                          | Common<br>Stock 100,000                                             |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 37.51                                                              | 07/01/2011                              |                                                             | M                                       | 20,000                                                                                                    | <u>(2)</u> 04/20/2013                                          | Common<br>Stock 20,000                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships                    |
|------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                          | Director 10% Owner Officer Other |
| CASTAGNA EUGENE A<br>C/O BED BATH & BEYOND INC.<br>650 LIBERTY AVENUE<br>UNION, NJ 07083 | CFO and Treasurer                |

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact

07/06/2011

\_\_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.
- (2) On April 20, 2005, 25,000 stock options were granted and become exercisable in five equal annual installments commencing on the third anniversary of the date of grant. As of the date hereof, 20,000 of the stock options are exercisable.

### Remarks:

This is the first of two Form 4s filed by Eugene A. Castagna on July 6, 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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