

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)  
  
C/O BED BATH & BEYOND  
INC., 650 LIBERTY AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/26/2010

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

UNION, NJ 07083

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
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 Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/26/2010	S	500	D	\$ 48.17	123,973	D
Common Stock, par value \$0.01 per share	04/26/2010	S	100	D	\$ 48.175	123,873	D
Common Stock, par value \$0.01 per share	04/26/2010	S	900	D	\$ 48.18	122,973	D
Common Stock, par value \$0.01 per share	04/26/2010	S	100	D	\$ 48.1825	122,873	D
Common Stock, par value \$0.01 per share	04/26/2010	S	300	D	\$ 48.185	122,573	D
Common Stock, par value \$0.01 per share	04/26/2010	S	828	D	\$ 48.19	121,745	D
Common Stock, par value \$0.01 per share	04/26/2010	S	200	D	\$ 48.195	121,545	D
Common Stock, par value \$0.01 per 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 Stock, par value \$0.01 per share					\$			
					48.2025			
Common Stock, par value \$0.01 per share	04/26/2010	S	100	D	\$ 48.205	121,245		D
Common Stock, par value \$0.01 per share	04/26/2010	S	400	D	\$ 48.21	120,845		D
Common Stock, par value \$0.01 per share	04/26/2010	S	200	D	\$ 48.215	120,645		D
Common Stock, par value \$0.01 per share	04/26/2010	S	500	D	\$ 48.22	120,145		D
Common Stock, par value \$0.01 per share	04/26/2010	S	100	D	\$		120,045	D
					48.2225			
Common Stock, par value \$0.01 per share	04/26/2010	S	200	D	\$ 48.225	119,845		D
Common Stock, par value \$0.01 per share	04/26/2010	S	400	D	\$ 48.23	119,445		D
Common Stock, par value \$0.01 per 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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(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 C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE 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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