

TEMARES STEVEN H
Form 4
January 27, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2011
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)
C/O BED BATH & BEYOND
INC., 650 LIBERTY AVENUE

(Street)

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

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 Indirect Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 01/25/2011 | | S | 100 | D | \$ 49.1107 | 564,526 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | | S | 10,800 | D | \$ 49.12 | 553,726 | D |
| | 01/25/2011 | | S | 200 | D | | 553,526 | D |

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| | | | | | | | |
|--|------------|---|-------|---|---------------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 49.1206 | | |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.1208 | 553,426 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.125 | 553,326 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 4,494 | D | \$ 49.13 | 548,832 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.1306 | 548,732 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.1308 | 548,632 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 4,306 | D | \$ 49.14 | 544,326 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.1406 | 544,226 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.1422 | 544,126 | D |
| | 01/25/2011 | S | 700 | D | \$ 49.145 | 543,426 | 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 | 11,100 | D | \$ 49.15 | 532,326 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 300 | D | \$ 49.1506 | 532,026 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.1508 | 531,926 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.1518 | 531,826 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.152 | 531,726 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.155 | 531,626 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 28,862 | D | \$ 49.16 | 502,764 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.1602 | 502,664 | D |
| | 01/25/2011 | S | 100 | D | | 502,564 | D |

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| | | | | | | | |
|--|------------|---|--------|---|---------------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 49.1604 | | |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.1605 | 502,464 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.161 | 502,364 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 229 | D | \$ 49.1625 | 502,135 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 400 | D | \$ 49.1629 | 501,735 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 100 | D | \$ 49.163 | 501,635 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 300 | D | \$ 49.165 | 501,335 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 19,209 | D | \$ 49.17 | 482,126 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 300 | D | \$ 49.1706 | 481,826 | D |
| | 01/25/2011 | S | 24,305 | D | \$ 49.18 | 457,521 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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).

Remarks:

This is the second 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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