

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 or Price | | |
| Common Stock, par value \$0.01 per share | 04/26/2010 | | S | | 100 | D | \$ 48.245 118,945 D |
| Common Stock, par value \$0.01 per share | 04/26/2010 | | S | | 400 | D | \$ 48.25 118,545 D |
| | 04/26/2010 | | S | | 100 | D | \$ 48.255 118,445 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 | 400 | D | \$ 48.26 | 118,045 | D |
| Common Stock, par value \$0.01 per share | 04/26/2010 | S | 300 | D | \$ 48.2625 | 117,745 | D |
| Common Stock, par value \$0.01 per share | 04/26/2010 | S | 200 | D | \$ 48.265 | 117,545 | D |
| Common Stock, par value \$0.01 per share | 04/26/2010 | S | 900 | D | \$ 48.27 | 116,645 | D |
| Common Stock, par value \$0.01 per share | 04/26/2010 | S | 100 | D | \$ 48.275 | 116,545 | D |
| Common Stock, par value \$0.01 per share | 04/26/2010 | S | 900 | D | \$ 48.28 | 115,645 | D |
| Common Stock, par value \$0.01 per share | 04/26/2010 | S | 100 | D | \$ 48.285 | 115,545 | D |
| Common Stock, par value \$0.01 per share | 04/26/2010 | S | 1,502 | D | \$ 48.29 | 114,043 | D |
| | 04/26/2010 | S | 300 | D | \$ 48.295 | 113,743 | D |

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value 04/26/2010 S 1,100 D \$ 48.3 112,643 D
\$0.01 per
share

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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).

Remarks:

This is the second 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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