

FIORILLI MATTHEW
Form 4
April 12, 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 *
FIORILLI MATTHEW

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)
04/08/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP - Stores

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	(D)	Price	
Common Stock, par value \$0.01 per share	04/08/2011		M		75,000	A	\$ 31.615 267,203	D
Common Stock, par value \$0.01 per share	04/08/2011		S		700	D	\$ 53.5 266,503	D
	04/08/2011		S		300	D	\$ 53.51 266,203	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/08/2011	S	400	D	\$ 53.52	265,803	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 53.53	265,703	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 53.54	265,603	D
Common Stock, par value \$0.01 per share	04/08/2011	S	400	D	\$ 53.55	265,203	D
Common Stock, par value \$0.01 per share	04/08/2011	S	500	D	\$ 53.56	264,703	D
Common Stock, par value \$0.01 per share	04/08/2011	S	900	D	\$ 53.57	263,803	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 53.5721	263,703	D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,000	D	\$ 53.58	262,703	D
	04/08/2011	S	100	D		262,603	D

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Common Stock, par value \$0.01 per share					\$			
					53.5804			
Common Stock, par value \$0.01 per share	04/08/2011	S	300	D	\$ 53.59	262,303		D
Common Stock, par value \$0.01 per share	04/08/2011	S	400	D	\$ 53.6	261,903		D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,300	D	\$ 53.61	260,603		D
Common Stock, par value \$0.01 per share	04/08/2011	S	2,400	D	\$ 53.62	258,203		D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 53.6209	258,103		D
Common Stock, par value \$0.01 per share	04/08/2011	S	900	D	\$ 53.63	257,203		D
Common Stock, par value \$0.01 per share	04/08/2011	S	900	D	\$ 53.64	256,303		D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,562	D	\$ 53.65	254,741		D
	04/08/2011	S	1,100	D	\$ 53.66	253,641		D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/08/2011	S	638	D	\$ 53.67	253,003	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 53.675	252,903	D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,300	D	\$ 53.68	251,603	D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,700	D	\$ 53.69	249,903	D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,100	D	\$ 53.7	248,803	D
Common Stock, par value \$0.01 per share	04/08/2011	S	500	D	\$ 53.71	248,303	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 53.72	248,203	D
Common Stock, par value \$0.01 per share	04/08/2011	S	600	D	\$ 53.75	247,603	D
	04/08/2011	S	100	D		247,503	D

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Common Stock, par value \$0.01 per share \$ 53.7509

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 31.615	04/08/2011		M	75,000	<u>(1)</u> 12/31/2011	Common Stock	75,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIORILLI MATTHEW C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			Senior VP - Stores	

Signatures

/s/ Ori Solomon - Attorney-in-Fact 04/12/2011

__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 Matthew F. Fiorilli on April 12, 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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