

FIORILLI MATTHEW
Form 4
September 27, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIORILLI MATTHEW

(Last) (First) (Middle)

**C/O BED BATH & BEYOND
INC., 650 LIBERTY AVENUE**

(Street)

UNION, NJ 07083

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BED BATH & BEYOND INC
[BBBY]

3. Date of Earliest Transaction
(Month/Day/Year)
09/23/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	09/23/2011		S		400	D \$ 57.55	202,868 D
Common Stock, par value \$0.01 per share	09/23/2011		S		100	D \$ 57.56	202,768 D
Common Stock, par value \$0.01	09/26/2011		S		1,243	D \$ 57.93	201,525 D

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per share

Common Stock, par value \$0.01 per share	09/26/2011	S	757	D	\$ 57.94	200,768	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 57.95	200,468	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	1,900	D	\$ 57.96	198,568	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	500	D	\$ 57.97	198,068	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	500	D	\$ 57.98	197,568	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	3,100	D	\$ 57.99	194,468	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	2,000	D	\$ 58	192,468	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	700	D	\$ 58.01	191,768	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	700	D	\$ 58.02	191,068	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	900	D	\$ 58.03	190,168	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.04	189,868	D
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Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.05	189,568	D
Common Stock, par value \$0.01 per share	09/26/2011	S	1,200	D	\$ 58.06	188,368	D
Common Stock, par value \$0.01 per share	09/26/2011	S	4,100	D	\$ 58.07	184,268	D
Common Stock, par value \$0.01 per share	09/26/2011	S	700	D	\$ 58.08	183,568	D
Common Stock, par value \$0.01 per share	09/26/2011	S	1,500	D	\$ 58.09	182,068	D
Common Stock, par value \$0.01 per share	09/26/2011	S	800	D	\$ 58.1	181,268	D
Common Stock, par value \$0.01 per share	09/26/2011	S	600	D	\$ 58.11	180,668	D
Common Stock, par value \$0.01 per share	09/26/2011	S	4,000	D	\$ 58.12	176,668	D
Common Stock, par value \$0.01 per share	09/26/2011	S	3,650	D	\$ 58.13	173,018	D
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.14	172,818	D
Common Stock, par value \$0.01 per share	09/26/2011	S	1,050	D	\$ 58.15	171,768	D
	09/26/2011	S	2,300	D		169,468	D

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Common Stock, par value \$0.01 per share					\$			
					58.16			
Common Stock, par value \$0.01 per share	09/26/2011		S	200	D	\$	169,268	D
					58.17			
Common Stock, par value \$0.01 per share	09/26/2011		S	200	D	\$	169,068	D
					58.18			
Common Stock, par value \$0.01 per share	09/26/2011		S	100	D	\$ 58.2	168,968	D
Common Stock, par value \$0.01 per share	09/26/2011		S	100	D	\$	168,868	D
					58.22			

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 10)
				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
FIORILLI MATTHEW C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			Senior VP - Stores	

Signatures

/s/ Ori Solomon -
Attorney-in-Fact

09/27/2011

__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 first of two Form 4s filed by Matthew Fiorilli on September 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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