

CASTAGNA EUGENE A

Form 4

November 14, 2008

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CASTAGNA EUGENE A

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)  
11/13/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
CFO and Treasurer

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)  
\_\_X\_\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/13/2008		M		24,000	A	\$ 11.4688
							95,471
							D
Common Stock, par value \$0.01 per share	11/13/2008		S		1,700	D	\$ 21
							93,771
							D
	11/13/2008		S		3,500	D	\$ 21.01
							90,271
							D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

11/13/2008

S

6,100

D

\$ 21.02

84,171

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/13/2008

S

3,300

D

\$ 21.03

80,871

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/13/2008

S

2,400

D

\$ 21.04

78,471

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/13/2008

S

300

D

\$ 21.07

78,171

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/13/2008

S

400

D

\$ 21.08

77,771

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/13/2008

S

1,200

D

\$ 21.1

76,571

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/13/2008

S

1,500

D

\$ 21.12

75,071

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/13/2008

S

3,600

D

\$ 21.13

71,471

D

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.4688	11/13/2008		M	24,000	<u>(1)</u> 03/13/2010	Common Stock	24,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
CASTAGNA EUGENE A C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	Director 10% Owner Officer Other CFO and Treasurer

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact  
11/14/2008  
\*\*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) These stock options are exercisable only during calendar year 2008 and, pursuant to the Company's insider trading policy, cannot be exercised after November 21, 2008 during calendar year 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.