

FIORILLI MATTHEW  
Form 4  
January 15, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2010  
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 \*  
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)  
01/13/2010

\_\_\_\_ 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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	01/13/2010		M	60,000	A	\$ 11.4688	234,698	D
Common Stock, par value \$0.01 per share	01/13/2010		S	3,945	D	\$ 41.5	230,753	D
	01/13/2010		S	1,319	D	\$ 41.51	229,434	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/13/2010	S	6,381	D	\$ 41.52	223,053	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,500	D	\$ 41.53	221,553	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,600	D	\$ 41.54	219,953	D
Common Stock, par value \$0.01 per share	01/13/2010	S	600	D	\$ 41.55	219,353	D
Common Stock, par value \$0.01 per share	01/13/2010	S	400	D	\$ 41.56	218,953	D
Common Stock, par value \$0.01 per share	01/13/2010	S	2,000	D	\$ 41.57	216,953	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,000	D	\$ 41.58	215,953	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,700	D	\$ 41.59	214,253	D
	01/13/2010	S	1,200	D	\$ 41.6	213,053	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/13/2010	S	2,800	D	\$ 41.61	210,253	D
Common Stock, par value \$0.01 per share	01/13/2010	S	2,423	D	\$ 41.62	207,830	D
Common Stock, par value \$0.01 per share	01/13/2010	S	2,487	D	\$ 41.63	205,343	D
Common Stock, par value \$0.01 per share	01/13/2010	S	2,690	D	\$ 41.64	202,653	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,700	D	\$ 41.65	200,953	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,600	D	\$ 41.66	199,353	D
Common Stock, par value \$0.01 per share	01/13/2010	S	2,149	D	\$ 41.67	197,204	D
Common Stock, par value \$0.01 per share	01/13/2010	S	2,038	D	\$ 41.68	195,166	D
	01/13/2010	S	2,451	D	\$ 41.69	192,715	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/13/2010	S	362	D	\$ 41.7	192,353	D
Common Stock, par value \$0.01 per share	01/13/2010	S	200	D	\$ 41.71	192,153	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,200	D	\$ 41.73	190,953	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,300	D	\$ 41.74	189,653	D
Common Stock, par value \$0.01 per share	01/13/2010	S	550	D	\$ 41.75	189,103	D
Common Stock, par value \$0.01 per share	01/13/2010	S	900	D	\$ 41.76	188,203	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,100	D	\$ 41.77	187,103	D
Common Stock, par value \$0.01 per share	01/13/2010	S	650	D	\$ 41.78	186,453	D
	01/13/2010	S	1,000	D	\$ 41.79	185,453	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 11.4688	01/13/2010		M	60,000	<u>(1)</u> 03/13/2010	Common Stock	60,000	

## 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

01/15/2010

\_\_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).
- (1) The stock option was fully exercisable.

### Remarks:

This is the first of two Form 4s filed by Matthew F. Fiorilli on January 15, 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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