EISENBERG WARREN

Form 4

November 14, 2011

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer **EISENBERG WARREN** Symbol BED BATH & BEYOND INC (Check all applicable) [BBBY] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O BED BATH & BEYOND 11/09/2011 Co-Chairman

4. If Amendment, Date Original

Filed(Month/Day/Year)

INC., 650 LIBERTY AVENUE

(Street)

UNION, N	J 07083	T HOU(N	- -				_X_ 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)	Code (Instr. 8)	(A) or			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)	
Common Stock, par value \$0.01 per share	11/09/2011		Code V M	Amount 16,281	(D)	Price \$ 38.22	1,102,654 (1)	D		
Common Stock, par value \$0.01 per share	11/09/2011		S	16,281	D	\$ 62.442 (2)	1,086,373 (1)	D		
	11/11/2011		M	17,150	A	\$ 38.22		D		

6. Individual or Joint/Group Filing(Check

Applicable Line)

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Common Stock, par value \$0.01 per share						1,103,523 (1)				
Common Stock, par value \$0.01 per share	11/11/2011		S 1	7,150 D	\$ 62.0096 (3)	1,086,373 (1)	D			
Common Stock, par value \$0.01 per share						1,594,946 (4)	I	By Trusts		
Common Stock, par value \$0.01 per share						500,000 (5)	I	By Charitable Foundation	1	
Common Stock, par value \$0.01 per share						289,250 (6)	I	By Spouse		
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. 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)	e, if TransactiorDerivative Expiration Code Securities (Month/I		Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

M

Employee Stock

\$ 38.22

11/09/2011

04/25/2013 Common 16,281

Stock

<u>(7)</u>

16,281

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Option (right to buy)

Employee

Stock

Option \$ 38.22 11/11/2011 M

17,150

(7) 04/25/2013 Common Stock

17,150

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
EISENBERG WARREN C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	X		Co-Chairman			

Signatures

/s/ Ori Solomon -11/14/2011 Attorney-in-Fact

**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).
- Does not include shares (i) owned by Mr. Eisenberg's four children (who do not share the same home as Mr. Eisenberg) and shares (1) exercisable by one of Mr. Eisenberg's children pursuant to stock options, and (ii) held by a trust of which Mr. Eisenberg is co-trustee and over which Mr. Eisenberg has investment control and no pecuniary interest. Mr. Eisenberg disclaims beneficial ownership of such shares.
- This transaction was executed in multiple trades at prices ranging from \$62.03 to \$62.93. The price reported above reflects the weighted (2) average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- This transaction was executed in multiple trades at prices ranging from \$62.00 to \$62.07. The price reported above reflects the weighted (3) average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- Represents shares held by trusts for the benefit of Mr. Eisenberg and his family members. Mr. Eisenberg disclaims beneficial ownership **(4)** of 597,473 such shares.
- Represents shares held by a charitable foundation of which Mr. Eisenberg and his family members are trustees and officers. Mr. Eisenberg disclaims beneficial ownership of such shares.
- Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (7) The stock option is fully exercisable.

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.

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