#### FEINSTEIN LEONARD

Form 4 May 14, 2012

# FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or 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

Estimated average burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

FEINSTEIN LEONARD

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)

05/10/2012

below) Co-Chairman

C/O BED BATH & BEYOND INC., 110 BI-COUNTY

(Street)

(State)

(Zip)

**BOULEVARD** 

(City)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

FARMINGDALE, NY 11735

(5)	()	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	bie i - Non-	-Derivative Securities Acqu	nrea, Disposea o	i, or Benefici	any Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	oror Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(A)	Reported	(I)	
				(A)	Transaction(s)	(Instr 4)	

Amount

Transaction(s)

or (D) Price (Instr. 4)

(Instr. 3 and 4)

Common Stock, par

value 05/10/2012 \$0.01 per

9,446 F (1)

Code V

D

\$ 68.91 1,159,026 (2) D

share

Common

21,768 A (3)

\$0

1,180,794 (2) D

Stock, par

value 05/10/2012

\$0.01 per

### Edgar Filing: FEINSTEIN LEONARD - Form 4

		Edgar	Filing: FEINS I	EIN LE	.ON	AKD - FO	orm 4			
Common Stock, par value \$0.01 per share	05/11/2012	2	F <u>(</u>	6,506 ( <u>1)</u>	D	\$ 70.875	1,174,288 (2)	D		
Common Stock, par value \$0.01 per share	05/12/2012	2		5,607 ( <u>1)</u>	D	\$ 70.875	1,168,681 <u>(2)</u>	D		
Common Stock, par value \$0.01 per share							290,966 (4)	I	By Trusts	
Common Stock, par value \$0.01 per share							350,000 (5)	I	By Charitable Foundation	
Common Stock, par value \$0.01 per share							341,240 <u>(6)</u>	I	By Spouse	
Reminder: Re	port on a separ	rate line for each class	s of securities benefi	Perso inform requir	ons w natio red to ays a	who respoi on contain to respond	ndirectly.  Ind to the collect  Ind in this form  I unless the for  Valid OMB cor	are not rm	SEC 1474 (9-02)	
			tive Securities Acqu its, calls, warrants,		-		•			
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)	Code	S (	5. Number of Derivative Securities Acquired (Apor Disposed (D) (Instr. 3, 4, and 5)	Expiration Day/(Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code	V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee	\$ 68.91	05/10/2012		A		21,682	<u>(7)</u>	05/10/2020	Common	21,682

Stock

Stock

Option (right to buy)

# **Reporting Owners**

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other
DICTEDITECTION				

FEINSTEIN LEONARD C/O BED BATH & BEYOND INC. 110 BI-COUNTY BOULEVARD FARMINGDALE, NY 11735

X Co-Chairman

Relationships

# **Signatures**

/s/ Ori Solomon - 05/14/2012 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).
- (1) Represents the surrender of shares to the Company to satisfy Mr. Feinstein's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Feinstein.
- Does not include shares owned by two of Mr. Feinstein's children (who do not share the same home as Mr. Feinstein) and shares owned (2) by trusts for the benefit of three of his children (who do not share the same home as Mr. Feinstein). Mr. Feinstein disclaims beneficial ownership of such shares.
- (3) Grant of restricted stock, with vesting subject to (i) the Company's achievement of a performance-based test for the fiscal year of grant, and (ii) time vesting.
- (4) Represents shares held by trusts for the benefit of Mr. Feinstein and his family members. Mr. Feinstein disclaims beneficial ownership of 145,483 such shares.
- (5) Represents shares held by a charitable foundation of which Mr. Feinstein and his family members are trustees and officers. Mr. Feinstein disclaims beneficial ownership of such shares.
- (6) Represents shares held by Susan Feinstein, Mr. Feinstein's spouse. Mr. Feinstein disclaims beneficial ownership of such shares.
- (7) The Employee Stock Option is exercisable in three (3) equal annual installments commencing on the first anniversary of the date of grant. 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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