

TEMARES STEVEN H  
Form 4  
July 23, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
TEMARES STEVEN H

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)  
07/21/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	07/21/2009		M		368,135	A	\$ 11.4688
					735,474	D	
Common Stock, par value \$0.01 per share	07/21/2009		S		107,266	D	\$ 33.52
					628,208	D	
	07/21/2009		S		35,326	D	\$ 33.53
					592,882	D	

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	07/21/2009	S	22,467	D	\$ 33.54	570,415	D
Common Stock, par value \$0.01 per share	07/21/2009	S	39,117	D	\$ 33.55	531,298	D
Common Stock, par value \$0.01 per share	07/21/2009	S	17,685	D	\$ 33.56	513,613	D
Common Stock, par value \$0.01 per share	07/21/2009	S	18,480	D	\$ 33.57	495,133	D
Common Stock, par value \$0.01 per share	07/21/2009	S	12,559	D	\$ 33.58	482,574	D
Common Stock, par value \$0.01 per share	07/21/2009	S	8,090	D	\$ 33.59	474,484	D
Common Stock, par value \$0.01 per share	07/21/2009	S	55,539	D	\$ 33.6	418,945	D
Common Stock, par value \$0.01 per share	07/21/2009	S	8,200	D	\$ 33.61	410,745	D
	07/21/2009	S	11,050	D	\$ 33.62	399,695	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	07/21/2009	S	11,246	D	\$ 33.63	388,449	D
Common Stock, par value \$0.01 per share	07/21/2009	S	14,200	D	\$ 33.64	374,249	D
Common Stock, par value \$0.01 per share	07/21/2009	S	4,210	D	\$ 33.65	370,039	D
Common Stock, par value \$0.01 per share	07/21/2009	S	2,000	D	\$ 33.66	368,039	D
Common Stock, par value \$0.01 per share	07/21/2009	S	600	D	\$ 33.67	367,439	D
Common Stock, par value \$0.01 per share	07/21/2009	S	100	D	\$ 33.75	367,339	D
Common Stock, par value \$0.01 per share	07/22/2009	M	111,865	A	\$ 11.4688	479,204	D
Common Stock, par value \$0.01 per share	07/22/2009	M	120,000	A	\$ 15.8125	599,204	D
	07/22/2009	S	9,700	D	\$ 33.52	589,504	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	07/22/2009	S	5,000	D	\$ 33.53	584,504	D
Common Stock, par value \$0.01 per share	07/22/2009	S	2,690	D	\$ 33.54	581,814	D
Common Stock, par value \$0.01 per share	07/22/2009	S	1,800	D	\$ 33.55	580,014	D
Common Stock, par value \$0.01 per share	07/22/2009	S	2,200	D	\$ 33.56	577,814	D
Common Stock, par value \$0.01 per share	07/22/2009	S	2,900	D	\$ 33.57	574,914	D
Common Stock, par value \$0.01 per share	07/22/2009	S	6,595	D	\$ 33.58	568,319	D
Common Stock, par value \$0.01 per share	07/22/2009	S	5,700	D	\$ 33.59	562,619	D
Common Stock, par value \$0.01 per share	07/22/2009	S	1,715	D	\$ 33.6	560,904	D
	07/22/2009	S	1,985	D	\$ 33.61	558,919	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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 11.4688	07/21/2009		M	368,135	<u>(1)</u> 03/13/2010	Common Stock	368,13	
Employee Stock Option (right to buy)	\$ 11.4688	07/22/2009		M	111,865	<u>(1)</u> 03/13/2010	Common Stock	111,86	
Employee Stock Option (right to buy)	\$ 15.8125	07/22/2009		M	120,000	<u>(1)</u> 03/13/2010	Common Stock	120,00	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEMARES STEVEN H C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE	X		Chief Executive Officer	

UNION, NJ 07083

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact

07/23/2009

\_\_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 is fully exercisable.

### Remarks:

This is the first of three Form 4s filed by Steven H. Temares on July 23, 2009.

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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