

BED BATH & BEYOND INC
 Form 4
 November 15, 2013

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

(Last) (First) (Middle)
 C/O BED BATH & BEYOND
 INC., 650 LIBERTY AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/13/2013

UNION, NJ 07083

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

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (D) or Price (A) | | |
| Common Stock, par value \$0.01 per share | 11/13/2013 | | M | | 40,000 A \$ 38.515 | 634,676 | D |
| Common Stock, par value \$0.01 per share | 11/13/2013 | | S | | 40,000 D \$ 78.476 ⁽¹⁾ | 594,676 | D |
| | 11/13/2013 | | M | | 4,342 A \$ 38.515 | 4,342 ⁽²⁾ | I |

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| | | | | | | | | | |
|--|------------|---|-------|---|------------|----------------------|------------|-------------------------------|-------------------------------|
| Common Stock, par value \$0.01 per share | | | | | | | | By Family Limited Partnership | |
| Common Stock, par value \$0.01 per share | 11/13/2013 | S | 4,342 | D | \$ 78.2514 | 0 ⁽²⁾ | <u>(3)</u> | I | By Family Limited Partnership |
| Common Stock, par value \$0.01 per share | 11/14/2013 | M | 2,615 | A | \$ 38.515 | 2,615 ⁽²⁾ | | I | By Family Limited Partnership |
| Common Stock, par value \$0.01 per share | 11/14/2013 | S | 2,615 | D | \$ 78.2539 | 0 ⁽²⁾ | <u>(4)</u> | I | By Family Limited Partnership |
| Common Stock, par value \$0.01 per share | 11/15/2013 | M | 5,307 | A | \$ 38.515 | 5,307 ⁽²⁾ | | I | By Family Limited Partnership |
| Common Stock, par value \$0.01 per share | 11/15/2013 | S | 5,307 | D | \$ 78.252 | 0 ⁽²⁾ | <u>(5)</u> | I | By Family Limited Partnership |
| Common Stock, par value \$0.01 per share | | | | | | 5,000 ⁽⁶⁾ | | I | By Family Limited Partnership |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 38.515 | 11/13/2013 | M | 40,000 | | | | | (7) | 04/17/2014 | Common Stock | 40,000 |
| Employee Stock Option (right to buy) | \$ 38.515 | 11/13/2013 | M | 4,342 | | | | | (7) | 04/17/2014 | Common Stock | 4,342 |
| Employee Stock Option (right to buy) | \$ 38.515 | 11/14/2013 | M | 2,615 | | | | | (7) | 04/17/2014 | Common Stock | 2,615 |
| Employee Stock Option (right to buy) | \$ 38.515 | 11/15/2013 | M | 5,307 | | | | | (7) | 04/17/2014 | Common Stock | 5,307 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TEMARES STEVEN H C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083 | X | | Chief Executive Officer | |

Signatures

/s/ Ori Solomon -
Attorney-in-Fact

11/15/2013

**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).

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- (1) This transaction was executed in multiple trades at prices ranging from \$78.00 to \$78.93. The price reported above reflects the weighted 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.

- (2) Represents securities held by a family limited partnership, of which Mr. Temares and his spouse are the sole general partners, and of which Mr. Temares and his spouse serve as limited partners together with trusts for the benefit of Mr. Temares, his spouse and his children.

- (3) This transaction was executed in multiple trades at prices ranging from \$78.25 to \$78.26. The price reported above reflects the weighted 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.

- (4) This transaction was executed in multiple trades at prices ranging from \$78.25 to \$78.28. The price reported above reflects the weighted 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.

- (5) This transaction was executed in multiple trades at prices ranging from \$78.25 to \$78.30. The price reported above reflects the weighted 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.

- (6) Represents shares held by a family limited partnership established by Mr. Temares' mother. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- (7) The Employee 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.

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