

BED BATH &amp; BEYOND INC

Form 4/A

May 31, 2005

**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 \*  
**EISENBERG WARREN**

(Last) (First) (Middle)

**C/O BED BATH & BEYOND  
INC, 650 LIBERTY AVENUE**

(Street)

UNION, NJ 07083

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BED BATH & BEYOND INC  
[BBBY]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/20/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**04/22/2005**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Co-Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 04/20/2005                              |                                                             | A                                       | 63,983<br>(1)                                                          | A \$ 0 2,113,377 (2)                                                                                               | D                                                                       |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |                                         |                                                             |                                         |                                                                        | 2,000,000 (3)                                                                                                      | I                                                                       | By Spouse                                                         |
|                                                      |                                         |                                                             |                                         |                                                                        | 1,000,000 (4)                                                                                                      | I                                                                       |                                                                   |

# Edgar Filing: BED BATH & BEYOND INC - Form 4/A

Common  
Stock, par  
value  
\$0.01 per  
share

By  
Charitable  
Foundation

Common  
Stock, par  
value  
\$0.01 per  
share

1,000,000 <sup>(5)</sup> I

By Trust

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|

Date  
Exercisable  
Expiration  
Date  
Title  
Amount  
or  
Number  
of  
Shares

## Reporting Owners

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

## Signatures

Ori Solomon  
05/31/2005  
Date

Signature of  
Reporting Person

## 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).  
  
Mr. Eisenberg previously reported the award of an indeterminate number of restricted shares not to exceed 64,000, subject to finalization  
(1) by the Compensation Committee. This amendment reports the number of shares in such award as so finalized. The vesting of these shares is subject to (i) the Company's achievement of a performance-based test for the fiscal year of grant, and (ii) time vesting.  
  
Includes the shares in footnote 1. Does not include shares owned by Mr. Eisenberg's four children (who do not share the same home as  
(2) Mr. Eisenberg) and shares exercisable by one of Mr. Eisenberg's children pursuant to stock options. Mr. Eisenberg disclaims beneficial ownership of such shares.  
  
(3) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.  
  
(4) 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.  
  
(5) Represents shares held by a trust for the benefit of Mr. Eisenberg and his family members.

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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