

FIORILLI MATTHEW  
Form 4  
September 28, 2010

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FIORILLI MATTHEW

(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)  
09/24/2010

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Senior VP - Stores

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	09/24/2010		M		75,000	A	\$ 23.7815
							267,203
							D
Common Stock, par value \$0.01 per share	09/24/2010		S		300	D	\$ 43.14
							266,903
							D
	09/24/2010		S		100	D	
							266,803
							D

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Common Stock, par value \$0.01 per share					\$ 43.1402		
Common Stock, par value \$0.01 per share	09/24/2010	S	1,100	D	\$ 43.16	265,703	D
Common Stock, par value \$0.01 per share	09/24/2010	S	500	D	\$ 43.17	265,203	D
Common Stock, par value \$0.01 per share	09/24/2010	S	200	D	\$ 43.18	265,003	D
Common Stock, par value \$0.01 per share	09/24/2010	S	100	D	\$ 43.19	264,903	D
Common Stock, par value \$0.01 per share	09/24/2010	S	100	D	\$ 43.2	264,803	D
Common Stock, par value \$0.01 per share	09/24/2010	S	1,000	D	\$ 43.21	263,803	D
Common Stock, par value \$0.01 per share	09/24/2010	S	1,339	D	\$ 43.22	262,464	D
Common Stock, par value \$0.01 per share	09/24/2010	S	1,512	D	\$ 43.23	260,952	D
	09/24/2010	S	800	D	\$ 43.24	260,152	D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

800

D

\$ 43.25

259,352

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

100

D

\$  
43.2535

259,252

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

1,300

D

\$ 43.26

257,952

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

2,400

D

\$ 43.27

255,552

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

3,197

D

\$ 43.28

252,355

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

1,500

D

\$ 43.29

250,855

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

1,900

D

\$ 43.3

248,955

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

949

D

\$ 43.31

248,006

D

09/24/2010

S

4,600

D

\$ 43.32

243,406

D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

1,600

D

\$ 43.33

241,806

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

882

D

\$ 43.34

240,924

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

800

D

\$ 43.35

240,124

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

200

D

\$ 43.36

239,924

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

500

D

\$ 43.37

239,424

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

100

D

\$ 43.38

239,324

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

300

D

\$ 43.39

239,024

D

Common  
Stock, par  
value  
\$0.01 per  
share

09/24/2010

S

100

D

\$ 43.41

238,924

D

09/24/2010

S

100

D

\$ 43.42

238,824

D

# Edgar Filing: FIORILLI MATTHEW - Form 4

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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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)	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)	8. I De Sec (In
				Code	V	(A)	(D)	
Employee Stock Option (right to buy)	\$ 23.7815	09/24/2010		M	75,000	<u>(1)</u>	<u>(2)</u>	Common Stock 75,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FIORILLI MATTHEW C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	Senior VP - Stores

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact 09/28/2010

\_\_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 was fully exercisable.
- (2) 60,000 of these stock options expire on December 31, 2010 and 15,000 of these stock options expire on March 30, 2011.

### Remarks:

This is the first of three Form 4s filed by Matthew F. Fiorilli on September 28, 2010.

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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