

TEMARES STEVEN H

Form 4

January 27, 2011

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TEMARES STEVEN H

(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)  
01/25/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 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	01/25/2011		S		100	D	\$ 49.1107
Common Stock, par value \$0.01 per share	01/25/2011		S		10,800	D	\$ 49.12
	01/25/2011		S		200	D	

Edgar Filing: TEMARES STEVEN H - Form 4

Common Stock, par value \$0.01 per share					\$ 49.1206		
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.1208	553,426	D
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.125	553,326	D
Common Stock, par value \$0.01 per share	01/25/2011	S	4,494	D	\$ 49.13	548,832	D
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.1306	548,732	D
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.1308	548,632	D
Common Stock, par value \$0.01 per share	01/25/2011	S	4,306	D	\$ 49.14	544,326	D
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.1406	544,226	D
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.1422	544,126	D
	01/25/2011	S	700	D	\$ 49.145	543,426	D

Edgar Filing: TEMARES STEVEN H - Form 4

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

01/25/2011

S

11,100

D

\$ 49.15

532,326

D

01/25/2011

S

300

D

\$  
49.1506

532,026

D

01/25/2011

S

100

D

\$  
49.1508

531,926

D

01/25/2011

S

100

D

\$  
49.1518

531,826

D

01/25/2011

S

100

D

\$ 49.152

531,726

D

01/25/2011

S

100

D

\$ 49.155

531,626

D

01/25/2011

S

28,862

D

\$ 49.16

502,764

D

01/25/2011

S

100

D

\$  
49.1602

502,664

D

01/25/2011

S

100

D

502,564

D

Edgar Filing: TEMARES STEVEN H - Form 4

Common Stock, par value \$0.01 per share					\$ 49.1604		
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.1605	502,464	D
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.161	502,364	D
Common Stock, par value \$0.01 per share	01/25/2011	S	229	D	\$ 49.1625	502,135	D
Common Stock, par value \$0.01 per share	01/25/2011	S	400	D	\$ 49.1629	501,735	D
Common Stock, par value \$0.01 per share	01/25/2011	S	100	D	\$ 49.163	501,635	D
Common Stock, par value \$0.01 per share	01/25/2011	S	300	D	\$ 49.165	501,335	D
Common Stock, par value \$0.01 per share	01/25/2011	S	19,209	D	\$ 49.17	482,126	D
Common Stock, par value \$0.01 per share	01/25/2011	S	300	D	\$ 49.1706	481,826	D
	01/25/2011	S	24,305	D	\$ 49.18	457,521	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.

**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 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

01/27/2011

\_\_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).

**Remarks:**

This is the second of three Form 4s filed by Steven H. Temares on January 27, 2011.

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.