

BED BATH & BEYOND INC  
Form 4  
May 13, 2015

**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 \*  
**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)  
**05/11/2015**

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) ☐ 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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (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. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(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 | 05/12/2015                              |   | M                                    | 6,016<br>(1)  | A  | 645,821   | D   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/12/2015                              |   | F                                    | 3,120<br>(2)  | D  | \$ 69.93 642,701  | D   |
|  | 05/13/2015                              |   | S                                    | 2,896   | D  | 639,805   | D   |

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Common  
Stock, par  
value  
\$0.01 per  
share

\$  
70.4471  
(3)

Common  
Stock, par  
value  
\$0.01 per  
share

69,068 (4) I By  
Spouse

Common  
Stock, par  
value  
\$0.01 per  
share

1,500,000 (5) I By Trusts

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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares of<br>Underlying<br>Security |
|---|---|---|---|---|--|--|--|--|
| Employee<br>Stock Option<br>(right to buy)          | \$ 70.955   | 05/11/2015                              |   | A                                       | 21,629   | <u>(6)</u> 05/11/2023  | Common<br>Stock  | 21,629   |
| Performance<br>Stock Units                          | <u>(7)</u>  | 05/11/2015                              |   | A                                       | 18,046   | <u>(8)</u> <u>(8)</u>  | Common<br>Stock  | 18,046   |
| Performance<br>Stock Units                          | <u>(1)</u> <u>(7)</u>   | 05/12/2015                              |   | M                                       | 6,016  | <u>(8)</u> <u>(8)</u>  | Common<br>Stock  | 6,016  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

EISENBERG WARREN  
C/O BED BATH & BEYOND INC.  
650 LIBERTY AVENUE  
UNION, NJ 07083

X

Co-Chairman

## Signatures

/s/ Charles Lee,  
Attorney-in-fact

05/13/2015

\_\_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) Represents the vesting of performance stock units ("PSUs") previously granted to Mr. Eisenberg and which convert on a one-for-one basis into common stock.
- (2) Represents the surrender of shares to the Company to satisfy Mr. Eisenberg's tax withholding obligation upon the vesting of PSUs previously granted to Mr. Eisenberg.

This transaction was executed in multiple trades at prices ranging from \$70.441 to \$70.480. The price reported above reflects the
- (3) 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 Company or a security holder of the Company.
- (4) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (5) Represents shares held by trusts for the benefit of Mr. Eisenberg and his family members. Mr. Eisenberg disclaims beneficial ownership of 600,000 of such shares.
- (6) The Employee Stock Option is exercisable in three (3) equal annual installments commencing on the first anniversary of the date of grant.
- (7) The PSUs convert on a one-for-one basis into common stock.
- (8) With certain exceptions, the PSUs vest in three (3) equal installments commencing on May 12, 2015, subject to Mr. Eisenberg's continued service to the Company on such dates.
- (9) Represents PSUs earned based upon the achievement of a performance-based test for these PSUs previously granted.

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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