

BED BATH & BEYOND INC
Form 4
May 13, 2016

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
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(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)
05/11/2016

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	05/11/2016		M		36,806 (1)	A \$ 597,746	D
Common Stock, par value \$0.01 per share	05/11/2016		F		19,084 (2)	D \$ 44.455	578,662 D
	05/12/2016		M		A \$ 617,611		D

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Common Stock, par value \$0.01 per share						38,949 (1)			
Common Stock, par value \$0.01 per share	05/12/2016	F				20,196 (2)	D	\$ 43.25	597,415 D
Common Stock, par value \$0.01 per share									99,336 I
									By Family Limited Partnership (3)
Common Stock, par value \$0.01 per share									5,000 I
									By Family Limited Partnership (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Underlying Security (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable Expiration Date Date	Title	Am Nur Sha
Performance Stock Units	(5)	05/11/2016		A	110,416	(6) (6)	Common Stock	11
Performance Stock Units	(5)	05/11/2016		M	36,806	(6) (6)	Common Stock	36
Performance Stock Units	(5)	05/12/2016		M	38,949	(7) (7)	Common Stock	38

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/ Charles Lee -
Attorney-in-Fact

05/13/2016

__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. Temares and which convert on a one-for-one basis into common stock.
 - (2) Represents the surrender of shares to the Company to satisfy Mr. Temares' tax withholding obligation upon the vesting of PSUs previously granted to Mr. Temares.
 - (3) Represents shares 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.
 - (4) 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.
 - (5) The PSUs convert on a one-for-one basis into common stock.
 - (6) With certain exceptions, the PSUs vest in three equal annual installments commencing on May 11, 2016, subject to Mr. Temares' continued service to the Company on such dates.
 - (7) With certain exceptions, the PSUs vest in three equal annual installments commencing on May 12, 2015, subject to Mr. Temares' continued service to the Company on such dates.
 - (8) 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. 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.