

COST PLUS INC/CA/

Form 4

June 29, 2012

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BED BATH & BEYOND INC**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**COST PLUS INC/CA/ [CPWM]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

715 MORRIS AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)

06/29/2012

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

SPRINGFIELD, NJ 07081

(City) (State) (Zip)

**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)
Common Stock, par value \$0.01 per share (1) (2)	06/29/2012		P	37,096,522 (1) (2)	A \$ 22 (1) (2)	D	

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  
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SEC 1474  
(9-02)

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**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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
BED BATH & BEYOND INC 715 MORRIS AVENUE SPRINGFIELD, NJ 07081	X

## Signatures

/s/ Eugene A. Castagna, on behalf of Bed Bath & Beyond Inc.

06/29/2012

\*\*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) On May 8, 2012, Cost Plus, Inc. ("Issuer") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Bed Bath & Beyond Inc. ("Parent") and Blue Coral Acquisition Corp., a California corporation and wholly owned subsidiary of Parent ("Purchaser"). Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, Purchaser consummated a cash tender offer (the "Offer") to acquire all of the shares of Issuer's common stock (the "Shares") at a purchase price of \$22.00 per Share in cash.

(2) As a result of the purchase of Shares in the Offer and pursuant to the exercise of a top-up option, Parent, through Purchaser, owned sufficient Shares to effect the merger of Purchaser with and into Issuer (the "Merger") in accordance with the short-form merger provisions of the California Corporations Code, without a vote or meeting of Issuer's shareholders. Pursuant to the Merger, each outstanding Share not tendered and purchased in the Offer (other than those as to which holders may properly exercise dissenters rights, if any), was converted into the right to receive the same \$22.00 per Share price, without interest and less any required withholding taxes, that was paid in the Offer. Upon the closing of the Merger, Issuer became a wholly owned subsidiary of Parent, and Parent acquired direct beneficial ownership of the Shares.

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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