

BED BATH & BEYOND INC  
Form 4  
January 09, 2007

**FORM 4**

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

OMB APPROVAL

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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

(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)  
**01/08/2007**

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 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) |                          |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |                          |
|  |                                      |  |                                | Code  | V   | Amount   |   |                          |
| Common Stock, par value \$0.01 per share | 01/08/2007                           |  | S                              | 5,000   | D   | \$ 39.55   | 866,477 <sup>(1)</sup> I                              | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/08/2007                           |  | S                              | 4,700   | D   | \$ 39.54   | 861,777 <sup>(1)</sup> I                              | By Charitable Foundation |
|  | 01/08/2007                           |  | S                              | 4,577   | D   |  | 857,200 <sup>(1)</sup> I                              |                          |

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|  |            |   |       |   |          |                          |   |  |                          |
|--|------------|---|-------|---|----------|--------------------------|---|--|--------------------------|
| Common Stock, par value \$0.01 per share |            |   |       |   | \$ 39.53 |                          |   |  | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/08/2007 | S | 2,600 | D | \$ 39.52 | 854,600 <sup>(1)</sup>   | I |  | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/08/2007 | S | 5,100 | D | \$ 39.51 | 849,500 <sup>(1)</sup>   | I |  | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/08/2007 | S | 3,500 | D | \$ 39.5  | 846,000 <sup>(1)</sup>   | I |  | By Charitable Foundation |
| Common Stock, par value \$0.01 per share |            |   |       |   |          | 1,044,039 <sup>(2)</sup> | D |  |                          |
| Common Stock, par value \$0.01 per share |            |   |       |   |          | 2,000,000 <sup>(3)</sup> | I |  | By Spouse                |
| Common Stock, par value \$0.01 per share |            |   |       |   |          | 2,000,000 <sup>(4)</sup> | I |  | By Trusts                |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4) | (Instr. 5)         | Bene-<br>ficial<br>Own-<br>ers<br>Follo-<br>wing<br>Repo-<br>siti-<br>on<br>(Instr. |  |
|------------|------------------------------------|------------------|------------|---|--------------------------------|--------------------|---|--|
|            |                                    |                  | Code       | V (A) (D)   | Date<br>Exercisable            | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| EISENBERG WARREN<br>C/O BED BATH & BEYOND INC.<br>650 LIBERTY AVENUE<br>UNION, NJ 07083 | X             |           | Co-Chairman |       |

## Signatures

/s/ Ori Solomon,  
Attorney-in-Fact  
Date: 01/09/2007

\*\*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 shares held by a charitable foundation of which Mr. Eisenberg and his family members are trustees and officers. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (2) Does not include shares owned by Mr. Eisenberg's four children (who do not share the same home as Mr. Eisenberg) and shares exercisable by one of Mr. Eisenberg's children pursuant to stock options. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (3) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (4) Represents shares held by the trusts for the benefit of Mr. Eisenberg and his family members.

### Remarks:

Form 4 Filing -continuation report: Related transactions effected by the Reporting Person on Jan. 8, 2007 are reported on addi

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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