

TEMARES STEVEN H
Form 4
January 27, 2011

FORM 4

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

OMB APPROVAL

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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 *
TEMARES STEVEN H

2. Issuer Name and Ticker or Trading Symbol
BED BATH & BEYOND INC
[BBBY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2011

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

C/O BED BATH & BEYOND INC., 650 LIBERTY AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

UNION, NJ 07083

(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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 01/25/2011 | | S | 100 | D | \$ 49.1806 | 457,421 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | | S | 100 | D | \$ 49.1822 | 457,321 | D |
| | 01/25/2011 | | S | 5,300 | D | \$ 49.19 | 452,021 | D |

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| | | | | | | | |
|--|------------|---|-------|---|----------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 2,100 | D | \$ 49.2 | 449,921 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 6,000 | D | \$ 49.21 | 443,921 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 1,400 | D | \$ 49.22 | 442,521 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 2,100 | D | \$ 49.23 | 440,421 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 200 | D | \$ 49.24 | 440,221 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 3,000 | D | \$ 49.25 | 437,221 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 1,800 | D | \$ 49.26 | 435,421 | D |
| Common Stock, par value \$0.01 per share | 01/25/2011 | S | 600 | D | \$ 49.27 | 434,821 | D |
| | 01/25/2011 | S | 300 | D | \$ 49.28 | 434,521 | D |

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 600 D \$ 49.29 433,921 D

01/25/2011

S 178 D \$ 49.31 433,743 D

5,000 ⁽¹⁾ I

By Family
Limited
Partnership

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 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

Reporting Owners

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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).
- (1) 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.

Remarks:

This is the third 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.