

BED BATH & BEYOND INC
 Form 4
 February 13, 2008

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 *
FIORILLI MATTHEW

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)
02/12/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP - Stores

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/12/2008		M		160,000	A	\$ 11.8282
Common Stock, par value \$0.01 per share	02/12/2008		S		1,000	D	\$ 30.5
	02/12/2008		S		446	D	\$ 30.51
							289,817
							288,817
							288,371

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/12/2008	S	1,400	D	\$ 30.52	286,971	D
Common Stock, par value \$0.01 per share	02/12/2008	S	900	D	\$ 30.53	286,071	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,200	D	\$ 30.54	284,871	D
Common Stock, par value \$0.01 per share	02/12/2008	S	300	D	\$ 30.55	284,571	D
Common Stock, par value \$0.01 per share	02/12/2008	S	400	D	\$ 30.56	284,171	D
Common Stock, par value \$0.01 per share	02/12/2008	S	300	D	\$ 30.57	283,871	D
Common Stock, par value \$0.01 per share	02/12/2008	S	254	D	\$ 30.58	283,617	D
Common Stock, par value \$0.01 per share	02/12/2008	S	800	D	\$ 30.59	282,817	D
	02/12/2008	S	1,300	D	\$ 30.61	281,517	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/12/2008	S	500	D	\$ 30.62	281,017	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,800	D	\$ 30.63	279,217	D
Common Stock, par value \$0.01 per share	02/12/2008	S	800	D	\$ 30.64	278,417	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,800	D	\$ 30.65	276,617	D
Common Stock, par value \$0.01 per share	02/12/2008	S	700	D	\$ 30.66	275,917	D
Common Stock, par value \$0.01 per share	02/12/2008	S	300	D	\$ 30.67	275,617	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,000	D	\$ 30.69	274,617	D
Common Stock, par value \$0.01 per share	02/12/2008	S	2,500	D	\$ 30.7	272,117	D
	02/12/2008	S	1,200	D	\$ 30.71	270,917	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/12/2008	S	1,800	D	\$ 30.72	269,117	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,200	D	\$ 30.73	267,917	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,200	D	\$ 30.74	266,717	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,100	D	\$ 30.77	265,617	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,200	D	\$ 30.9	264,417	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,000	D	\$ 30.91	263,417	D
Common Stock, par value \$0.01 per share	02/12/2008	S	800	D	\$ 30.92	262,617	D
Common Stock, par value \$0.01 per share	02/12/2008	S	300	D	\$ 30.93	262,317	D
	02/12/2008	S	1,000	D	\$ 30.94	261,317	D

Common
Stock, par
value
\$0.01 per
share

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 11.8282	02/12/2008		M	160,000	<u>(1)</u> 05/27/2008	Common Stock	160,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIORILLI MATTHEW C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			Senior VP - Stores	

Signatures

/s/ Ori Solomon -
Attorney-in-Fact
Date: 02/13/2008

__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).

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(1) The stock option is fully exercisable.

Remarks:

This is the first of two Form 4s filed by Matthew F. Fiorilli on February 13, 2008.

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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