

CASTAGNA EUGENE A
Form 4
July 06, 2011

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 *
CASTAGNA EUGENE A

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)
07/01/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO and Treasurer

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)
			Code	V	Amount	Price	
Common Stock, par value \$0.01 per share	07/01/2011		M		100,000	A \$ 38.765	226,667 D
Common Stock, par value \$0.01 per share	07/01/2011		M		20,000	A \$ 37.51	246,667 D
	07/01/2011		S		30,852	D \$ 59.2	215,815 D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	07/01/2011	S	200	D	\$ 59.2002	215,615	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2005	215,515	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2007	215,415	D
Common Stock, par value \$0.01 per share	07/01/2011	S	600	D	\$ 59.2011	214,815	D
Common Stock, par value \$0.01 per share	07/01/2011	S	900	D	\$ 59.2012	213,915	D
Common Stock, par value \$0.01 per share	07/01/2011	S	400	D	\$ 59.2013	213,515	D
Common Stock, par value \$0.01 per share	07/01/2011	S	200	D	\$ 59.2017	213,315	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2023	213,215	D
	07/01/2011	S	100	D		213,115	D

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Common Stock, par value \$0.01 per share					\$ 59.2024		
Common Stock, par value \$0.01 per share	07/01/2011	S	7,945	D	\$ 59.205	205,170	D
Common Stock, par value \$0.01 per share	07/01/2011	S	21,611	D	\$ 59.21	183,559	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2102	183,459	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2104	183,359	D
Common Stock, par value \$0.01 per share	07/01/2011	S	300	D	\$ 59.2111	183,059	D
Common Stock, par value \$0.01 per share	07/01/2011	S	1,200	D	\$ 59.2112	181,859	D
Common Stock, par value \$0.01 per share	07/01/2011	S	400	D	\$ 59.2113	181,459	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2115	181,359	D
	07/01/2011	S	3,225	D	\$ 59.215	178,134	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	07/01/2011	S	9,028	D	\$ 59.22	169,106	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2205	169,006	D
Common Stock, par value \$0.01 per share	07/01/2011	S	500	D	\$ 59.2211	168,506	D
Common Stock, par value \$0.01 per share	07/01/2011	S	872	D	\$ 59.2212	167,634	D
Common Stock, par value \$0.01 per share	07/01/2011	S	200	D	\$ 59.2213	167,434	D
Common Stock, par value \$0.01 per share	07/01/2011	S	5,643	D	\$ 59.225	161,791	D
Common Stock, par value \$0.01 per share	07/01/2011	S	8,258	D	\$ 59.23	153,533	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2309	153,433	D
	07/01/2011	S	300	D		153,133	D

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Common Stock, par value \$0.01 per share \$ 59.2311

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 38.765	07/01/2011		M	100,000	(1) 04/25/2013	Common Stock 100,000
Employee Stock Option (right to buy)	\$ 37.51	07/01/2011		M	20,000	(2) 04/20/2013	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASTAGNA EUGENE A C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			CFO and Treasurer	

Signatures

/s/ Ori Solomon -
Attorney-in-Fact

07/06/2011

__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) The stock option was fully exercisable.
 - (2) On April 20, 2005, 25,000 stock options were granted and become exercisable in five equal annual installments commencing on the third anniversary of the date of grant. As of the date hereof, 20,000 of the stock options are exercisable.

Remarks:

This is the first of two Form 4s filed by Eugene A. Castagna on July 6, 2011.

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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