

BED BATH & BEYOND INC
 Form 4
 April 12, 2016

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)
04/08/2016

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	04/08/2016		M		81,367	A	\$ 32.87	1,099,259 ⁽¹⁾	D
Common Stock, par value \$0.01 per share	04/08/2016		M		84,603	A	\$ 28.33	1,183,862	D
	04/08/2016		S		88,781	D		1,095,081	D

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Common Stock, par value					\$ 47.4768				
\$0.01 per share					<u>(2)</u>				
Common Stock, par value	04/08/2016	S	88,215	D	\$ 48.3064	1,006,866	D		
\$0.01 per share					<u>(3)</u>				
Common Stock, par value	04/08/2016	S	171	D	\$ 49.0146	1,006,695	D		
\$0.01 per share					<u>(4)</u>				
Common Stock, par value	04/11/2016	S	361,544	D	\$ 47.2342	645,151	D		
\$0.01 per share					<u>(5)</u>				
Common Stock, par value	04/12/2016	S	100,000	D	\$ 47.1056	545,151	D		
\$0.01 per share					<u>(6)</u>				
Common Stock, par value	04/08/2016	S	160,921	D	\$ 47.4768	160,205 <u>(7)</u>	I		By Spouse
\$0.01 per share					<u>(2)</u>				
Common Stock, par value	04/08/2016	S	159,896	D	\$ 48.3064	309 <u>(8)</u>	I		By Spouse
\$0.01 per share					<u>(3)</u>				
Common Stock, par value	04/08/2016	S	309	D	\$ 49.0146	0 <u>(8)</u>	I		By Spouse
\$0.01 per share					<u>(4)</u>				
Common Stock, par value						869,855 <u>(9)</u>	I		By Trusts
\$0.01 per share									

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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 32.87	04/08/2016		M	81,367	<u>(10)</u> 05/12/2016	Common Stock 81,367
Employee Stock Option (right to buy)	\$ 28.33	04/08/2016		M	84,603	<u>(10)</u> 05/11/2017	Common Stock 84,603

Reporting Owners

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

Signatures

/s/ Charles Lee,
Attorney-in-fact

04/12/2016

__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) Includes 378,087 shares received upon a prior distribution to Mr. Eisenberg by a trust, which were previously reported as owned indirectly by the trust.

This transaction was executed in multiple trades at prices ranging from \$47.00 to \$47.98. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (2) This transaction was executed in multiple trades at prices ranging from \$48.00 to \$48.99. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (3) This transaction was executed in multiple trades at prices ranging from \$49.00 to \$49.03. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (4) This transaction was executed in multiple trades at prices ranging from \$47.00 to \$47.80. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (5) This transaction was executed in multiple trades at prices ranging from \$47.00 to \$47.28. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Company or a security holder of the Company.
- (6) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (7) Includes 252,058 shares received upon a prior distribution to Mr. Eisenberg's spouse by a trust, which were previously reported as owned indirectly by the trust.
- (8) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (9) Represents shares held by trusts for the benefit of Mr. Eisenberg and his family members. Mr. Eisenberg disclaims beneficial ownership of 347,942 of such shares. Excludes 378,087 shares previously distributed to Mr. Eisenberg and 252,058 shares previously distributed to Mr. Eisenberg's spouse.
- (10) The Employee Stock Options were fully exercisable.

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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