

BED BATH & BEYOND INC
 Form 4
 May 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 *
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)
05/10/2016

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	05/10/2016		M		121,584	A	\$ 32.87
Common Stock, par value \$0.01 per share	05/10/2016		S		121,584	D	\$ 45.8079
	05/10/2016		F			D	\$ 45.525
							495,380

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Common Stock, par value \$0.01 per share					28,707 <u>(2)</u>			
Common Stock, par value \$0.01 per share	05/12/2016	M	65,560	A	\$ 32.87	560,940	D	
Common Stock, par value \$0.01 per share	05/10/2016	M	132,094	A	\$ 32.87	146,380	I	By Family Limited Partnership <u>(3)</u>
Common Stock, par value \$0.01 per share	05/10/2016	S	102,094	D	\$ <u>(1)</u> 45.8079	44,286	I	By Family Limited Partnership <u>(3)</u>
Common Stock, par value \$0.01 per share	05/12/2016	M	55,050	A	\$ 32.87	99,336	I	By Family Limited Partnership <u>(3)</u>
Common Stock, par value \$0.01 per share						5,000	I	By Family Limited Partnership <u>(4)</u>

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Employee Stock Option (right to buy)	\$ 32.87	05/10/2016	M	121,584	(5)	05/12/2016	Common Stock	1
Employee Stock Option (right to buy)	\$ 45.525	05/10/2016	A	209,542	(6)	05/10/2024	Common Stock	2
Employee Stock Option (right to buy)	\$ 32.87	05/12/2016	M	65,560	(5)	05/12/2016	Common Stock	0
Employee Stock Option (right to buy)	\$ 32.87	05/10/2016	M	132,094	(5)	05/12/2016	Common Stock	1
Employee Stock Option (right to buy)	\$ 32.87	05/12/2016	M	55,050	(5)	05/12/2016	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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/ Charles Lee -
Attorney-in-Fact

05/12/2016

**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) This transaction was executed in multiple trades at prices ranging from \$45.80 to \$45.88. 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.

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- (2) Represents the surrender of shares to the Company to satisfy Mr. Temares' tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Temares.
Represents securities held by a family limited partnership, of which Mr. Temares and his spouse are the sole general partners, and of
- (3) which Mr. Temares and his spouse serve as limited partners together with trusts for the benefit of Mr. Temares, his spouse and his children.
- (4) 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.
- (5) The Employee Stock Options were fully exercisable.
- (6) The Employee Stock Options are exercisable in five equal annual installments commencing on the first anniversary of the date of grant.

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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