

FIORILLI MATTHEW
Form 4
April 13, 2009

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)
04/09/2009

___ 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 Ownership (Instr. 4)		
			Code	V	Amount	or (D)	Price		
Common Stock, par value \$0.01 per share	04/09/2009		M		100,000	A	\$ 16.125	251,151	D
Common Stock, par value \$0.01 per share	04/09/2009		S		7,100	D	\$ 31	244,051	D
	04/09/2009		S		2,700	D	\$ 31.01	241,351	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/09/2009	S	300	D	\$ 31.015	241,051	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,000	D	\$ 31.02	240,051	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,500	D	\$ 31.03	238,551	D
Common Stock, par value \$0.01 per share	04/09/2009	S	3,700	D	\$ 31.04	234,851	D
Common Stock, par value \$0.01 per share	04/09/2009	S	565	D	\$ 31.05	234,286	D
Common Stock, par value \$0.01 per share	04/09/2009	S	700	D	\$ 31.06	233,586	D
Common Stock, par value \$0.01 per share	04/09/2009	S	200	D	\$ 31.07	233,386	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,400	D	\$ 31.08	231,986	D
	04/09/2009	S	1,200	D		230,786	D

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Common Stock, par value \$0.01 per share					\$ 31.0854		
Common Stock, par value \$0.01 per share	04/09/2009	S	1,200	D	\$ 31.09	229,586	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,700	D	\$ 31.1	227,886	D
Common Stock, par value \$0.01 per share	04/09/2009	S	3,000	D	\$ 31.11	224,886	D
Common Stock, par value \$0.01 per share	04/09/2009	S	300	D	\$ 31.1144	224,586	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,200	D	\$ 31.12	223,386	D
Common Stock, par value \$0.01 per share	04/09/2009	S	2,000	D	\$ 31.13	221,386	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,300	D	\$ 31.14	220,086	D
Common Stock, par value \$0.01 per share	04/09/2009	S	600	D	\$ 31.15	219,486	D
	04/09/2009	S	300	D	\$ 31.16	219,186	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/09/2009	S	100	D	\$ 31.17	219,086	D
Common Stock, par value \$0.01 per share	04/09/2009	S	400	D	\$ 31.18	218,686	D
Common Stock, par value \$0.01 per share	04/09/2009	S	700	D	\$ 31.186	217,986	D
Common Stock, par value \$0.01 per share	04/09/2009	S	400	D	\$ 31.19	217,586	D
Common Stock, par value \$0.01 per share	04/09/2009	S	500	D	\$ 31.2	217,086	D
Common Stock, par value \$0.01 per share	04/09/2009	S	200	D	\$ 31.22	216,886	D
Common Stock, par value \$0.01 per share	04/09/2009	S	200	D	\$ 31.23	216,686	D
Common Stock, par value \$0.01 per share	04/09/2009	S	100	D	\$ 31.25	216,586	D
	04/09/2009	S	1,500	D	\$ 31.26	215,086	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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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)	\$ 16.125	04/09/2009		M	100,000	<u>(1)</u> 05/26/2009	Common Stock	100,000	

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 04/13/2009

__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 three Form 4s filed by Matthew F. Fiorilli on April 13, 2009.

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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