

BED BATH &amp; BEYOND INC

Form 4

February 06, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STARK ARTHUR

(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)  
02/04/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
President and CMO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/04/2008		M		96,000	A	\$ 11.8282
							472,792
							D
Common Stock, par value \$0.01 per share	02/04/2008		M		60,000	A	\$ 16.125
							532,792
							D
	02/04/2008		M		60,000	A	
							592,792
							D

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Common Stock, par value \$0.01 per share					\$ 11.4688		
Common Stock, par value \$0.01 per share	02/04/2008	S	100	D	\$ 32	592,692	D
Common Stock, par value \$0.01 per share	02/04/2008	S	7,500	D	\$ 32.3563	585,192	D
Common Stock, par value \$0.01 per share	02/06/2008	S	14,800	D	\$ 30	570,392	D
Common Stock, par value \$0.01 per share	02/06/2008	S	200	D	\$ 30.01	570,192	D
Common Stock, par value \$0.01 per share	02/06/2008	S	1,000	D	\$ 30.08	569,192	D
Common Stock, par value \$0.01 per share	02/06/2008	S	6,700	D	\$ 30.1	562,492	D
Common Stock, par value \$0.01 per share	02/06/2008	S	2,700	D	\$ 30.11	559,792	D
Common Stock, par value \$0.01 per share	02/06/2008	S	1,500	D	\$ 30.12	558,292	D
	02/06/2008	S	4,800	D	\$ 30.13	553,492	D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

3,400

D

\$ 30.14

550,092

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

5,617

D

\$ 30.15

544,475

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

6,583

D

\$ 30.16

537,892

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

1,100

D

\$ 30.17

536,792

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

3,600

D

\$ 30.18

533,192

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

400

D

\$ 30.19

532,792

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

2,600

D

\$ 30.2

530,192

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

500

D

\$ 30.22

529,692

D

02/06/2008

S

1,200

D

\$ 30.24

528,492

D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

2,200

D

\$ 30.25

526,292

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

500

D

\$ 30.26

525,792

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

1,100

D

\$ 30.29

524,692

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

600

D

\$ 30.31

524,092

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

500

D

\$ 30.32

523,592

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

3,800

D

\$ 30.33

519,792

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

3,900

D

\$ 30.34

515,892

D

Common  
Stock, par  
value  
\$0.01 per  
share

02/06/2008

S

400

D

\$ 30.35

515,492

D

02/06/2008

S

2,900

D

\$ 30.36

512,592

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	\$ 11.8282	02/04/2008		M		96,000		<u>(1)</u>	05/27/2008	Common Stock	96,000
Employee Stock Option (right to buy)	\$ 16.125	02/04/2008		M		60,000		<u>(1)</u>	05/26/2009	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 11.4688	02/04/2008		M		60,000		<u>(1)</u>	03/13/2010	Common Stock	60,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
President and CMO

STARK ARTHUR  
C/O BED BATH & BEYOND INC.  
650 LIBERTY AVENUE  
UNION, NJ 07083

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact

02/06/2008

\_\_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).
- (1) The stock option is fully exercisable.

### Remarks:

This is the first of two Form 4s filed by Arthur Stark on February 6, 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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