

BED BATH & BEYOND INC

Form 4

November 26, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CASTAGNA EUGENE A

(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)
11/23/2007

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)
CFO and Treasurer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/23/2007		M		5,600	A	\$ 11.8282
							55,417
							D
Common Stock, par value \$0.01 per share	11/23/2007		M		12,000	A	\$ 16.125
							67,417
							D
	11/23/2007		M		24,000	A	
							91,417
							D

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Common Stock, par value \$0.01 per share					\$ 11.4688		
Common Stock, par value \$0.01 per share	11/23/2007	S	400	D	\$ 30.41	91,017	D
Common Stock, par value \$0.01 per share	11/23/2007	S	400	D	\$ 30.43	90,617	D
Common Stock, par value \$0.01 per share	11/23/2007	S	200	D	\$ 30.44	90,417	D
Common Stock, par value \$0.01 per share	11/23/2007	S	200	D	\$ 30.45	90,217	D
Common Stock, par value \$0.01 per share	11/23/2007	S	300	D	\$ 30.46	89,917	D
Common Stock, par value \$0.01 per share	11/23/2007	S	2,740	D	\$ 30.47	87,177	D
Common Stock, par value \$0.01 per share	11/23/2007	S	800	D	\$ 30.475	86,377	D
Common Stock, par value \$0.01 per share	11/23/2007	S	960	D	\$ 30.48	85,417	D
	11/23/2007	S	7,200	D	\$ 30.49	78,217	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/23/2007

S

700

D

\$ 30.495

77,517

D

Common
Stock, par
value
\$0.01 per
share

11/23/2007

S

9,600

D

\$ 30.5

67,917

D

Common
Stock, par
value
\$0.01 per
share

11/23/2007

S

4,773

D

\$ 30.51

63,144

D

Common
Stock, par
value
\$0.01 per
share

11/23/2007

S

1,200

D

\$ 30.52

61,944

D

Common
Stock, par
value
\$0.01 per
share

11/23/2007

S

1,327

D

\$ 30.53

60,617

D

Common
Stock, par
value
\$0.01 per
share

11/23/2007

S

1,700

D

\$ 30.54

58,917

D

Common
Stock, par
value
\$0.01 per
share

11/23/2007

S

1,100

D

\$ 30.55

57,817

D

Common
Stock, par
value
\$0.01 per
share

11/23/2007

S

1,000

D

\$ 30.57

56,817

D

11/23/2007

S

2,800

D

\$ 30.58

54,017

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/23/2007

S

4,200

D

\$ 30.59

49,817

D

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.

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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)	\$ 11.8282	11/23/2007		M		5,600		<u>(1)</u>	05/27/2008	Common Stock	5,600
Employee Stock Option (right to buy)	\$ 16.125	11/23/2007		M		12,000		<u>(1)</u>	05/26/2009	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 11.4688	11/23/2007		M		24,000		<u>(2)</u>	03/13/2010	Common Stock	24,000

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	11/26/2007
__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.
- (2) The 24,000 stock options which were exercised were exercisable only during calendar year 2007. The remaining 24,000 stock options are exercisable only during calendar year 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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