

TEMARES STEVEN H

Form 4

May 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TEMARES STEVEN H

(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)
05/06/2008

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)
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	05/06/2008		S	900	D \$ 33.59	325,770	D
Common Stock, par value \$0.01 per share	05/06/2008		S	300	D \$ 33.6	325,470	D
	05/06/2008		S	600	D \$ 33.61	324,870	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

200

D

\$ 33.63 324,670

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

300

D

\$ 33.64 324,370

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

300

D

\$ 33.65 324,070

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

300

D

\$ 33.66 323,770

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

200

D

\$ 33.67 323,570

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

553

D

\$ 33.68 323,017

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

600

D

\$ 33.69 322,417

D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S

6,400

D

\$ 33.7 316,017

D

05/06/2008

S

5,500

D

310,517

D

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Common Stock, par value \$0.01 per share					\$ 33.705		
Common Stock, par value \$0.01 per share	05/06/2008	S	3,000	D	\$ 33.707	307,517	D
Common Stock, par value \$0.01 per share	05/06/2008	S	20,100	D	\$ 33.71	287,417	D
Common Stock, par value \$0.01 per share	05/06/2008	S	2,500	D	\$ 33.72	284,917	D
Common Stock, par value \$0.01 per share	05/06/2008	S	4,100	D	\$ 33.73	280,817	D
Common Stock, par value \$0.01 per share	05/06/2008	S	100	D	\$ 33.735	280,717	D
Common Stock, par value \$0.01 per share	05/06/2008	S	3,065	D	\$ 33.74	277,652	D
Common Stock, par value \$0.01 per share	05/06/2008	S	2,900	D	\$ 33.75	274,752	D
Common Stock, par value \$0.01 per share	05/06/2008	S	5,750	D	\$ 33.76	269,002	D
	05/06/2008	S	3,850	D	\$ 33.77	265,152	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S 2,900 D \$ 33.78 262,252 D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S 3,100 D \$ 33.79 259,152 D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S 7,900 D \$ 33.8 251,252 D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S 3,600 D \$ 33.81 247,652 D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S 4,900 D \$ 33.82 242,752 D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S 700 D \$ 33.825 242,052 D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S 3,800 D \$ 33.83 238,252 D

Common
Stock, par
value
\$0.01 per
share

05/06/2008

S 200 D \$ 33.835 238,052 D

05/06/2008

S 300 D 237,752 D

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Common
Stock, par
value
\$0.01 per
share

\$
33.837

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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/ Ori Solomon -
Attorney-in-Fact

05/06/2008

__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).

Remarks:

This is the second of three Form 4s filed by Steven Temares on May 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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