

STARK ARTHUR

Form 4

August 05, 2009

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 *
STARK ARTHUR

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)

C/O BED BATH & BEYOND
INC., 650 LIBERTY AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President and CMO

UNION, NJ 07083

(City) (State) (Zip)

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

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	08/03/2009		M		15,000	A	\$ 31.615
					146,452	D	
Common Stock, par value \$0.01 per share	08/03/2009		S		4,200	D	\$ 35
					142,252	D	
	08/03/2009		S		1,900	D	\$ 35.01
					140,352	D	

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/03/2009

S

1,596

D

\$ 35.02

138,756

D

Common
Stock, par
value
\$0.01 per
share

08/03/2009

S

2,300

D

\$ 35.03

136,456

D

Common
Stock, par
value
\$0.01 per
share

08/03/2009

S

704

D

\$ 35.04

135,752

D

Common
Stock, par
value
\$0.01 per
share

08/03/2009

S

300

D

\$ 35.05

135,452

D

Common
Stock, par
value
\$0.01 per
share

08/03/2009

S

897

D

\$ 35.06

134,555

D

Common
Stock, par
value
\$0.01 per
share

08/03/2009

S

1,898

D

\$ 35.07

132,657

D

Common
Stock, par
value
\$0.01 per
share

08/03/2009

S

803

D

\$ 35.08

131,854

D

Common
Stock, par
value
\$0.01 per
share

08/03/2009

S

102

D

\$ 35.09

131,752

D

08/03/2009

S

100

D

\$ 35.1

131,652

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/03/2009

S

100

D

\$ 35.11

131,552

D

08/03/2009

S

100

D

\$ 35.12

131,452

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)	\$ 31.615	08/03/2009		M	15,000	<u>(1)</u> 12/31/2009	Common Stock 15,000

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

08/05/2009

__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).
- (1) The stock option is fully exercisable.

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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