

FIORILLI MATTHEW

Form 4

August 13, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIORILLI MATTHEW

(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)
08/12/2009

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)
Senior VP - Stores

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	08/12/2009		M		16,800	A	\$ 11.4688
							191,498
Common Stock, par value \$0.01 per share	08/12/2009		S		4,436	D	\$ 36.25
							187,062
	08/12/2009		S		2,073	D	\$ 36.26
							184,989

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

3,181

D

\$ 36.27

181,808

D

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

1,800

D

\$ 36.28

180,008

D

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

2,096

D

\$ 36.29

177,912

D

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

804

D

\$ 36.3

177,108

D

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

819

D

\$ 36.31

176,289

D

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

400

D

\$ 36.32

175,889

D

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

300

D

\$ 36.33

175,589

D

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

400

D

\$ 36.34

175,189

D

08/12/2009

S

291

D

\$ 36.35

174,898

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

100

D

\$ 36.4

174,798

D

Common
Stock, par
value
\$0.01 per
share

08/12/2009

S

100

D

\$ 36.43

174,698

D

Common
Stock, par
value
\$0.01 per
share

1,600 ⁽¹⁾

I

By
immediate
family
member

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)		8. I De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.4688	08/12/2009		M		16,800		<u>(2)</u>	<u>(3)</u>	Common Stock	16,800

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

08/13/2009

__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).
- (1) Represents shares held by an immediate family member of Mr. Fiorilli. Mr. Fiorilli disclaims beneficial ownership of such shares.
- (2) The stock option is fully exercisable.
- (3) The expiration date with respect to the option to purchase 16,800 shares of common stock was December 31, 2009. The expiration date with respect to the option to purchase the remaining 60,000 shares of common stock is March 13, 2010.

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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