Edgar Filing: FIORILLI MATTHEW - Form 4

FIORILLI M	AATTHEW										
Form 4	10										
April 22, 20	ЛЛ									PPROVAL	
FORM 4 UNITED STATES SECUL				RITIES A shington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or					BENEF		AL OW	NERSHIP OF	Expires: Estimated burden ho response.	urs per	
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 1	7(a) of the	Public U		ding Cor	npan	y Act of	e Act of 1934, f 1935 or Sectio 40			
(Print or Type	Responses)										
FIORILLI MATTHEW Symbo BED			Symbol	uer Name and Ticker or Trading ol BATH & BEYOND INC				5. Relationship of Reporting Person(s) to Issuer			
			[BBBY]					(Check all applicable)			
(Month/I				of Earliest Transaction Day/Year) 2010				Director 10% Owner X Officer (give title Other (specify below) below) Senior VP - Stores			
				nendment, Date Original onth/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 			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secu	rities Acq	uired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities6.BeneficiallyForm: Direct Form: Direct (D) orFollowingIndirect (I) ReportedReported(Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect t Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share	04/20/2010			Code V	Amount 1,483 (1)	(D) D	Price \$ 45.95		D		
Common Stock, par value \$0.01 per share								1,600 <u>(2)</u>	I	By immediate family member	

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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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						· · · · •	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Treporting of the Franco, Francos	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	04/22/2	2010					

Date

**Signature of Reporting Person

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 the surrender of shares to the Company to satisfy Mr. Fiorilli's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Fiorilli.
- (2) Represents shares held by an immediate family member of Mr. Fiorilli. Mr. Fiorilli disclaims beneficial ownership of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.