FIORILLI MATTHEW

Form 4

September 27, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to

Section 16. Form 4 or

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FIORILLI MATTHEW Issuer Symbol BED BATH & BEYOND INC (Check all applicable) [BBBY] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O BED BATH & BEYOND 09/23/2011 Senior VP - Stores INC., 650 LIBERTY AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting UNION, NJ 07083

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(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acq	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		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)	
Common Stock, par value \$0.01 per share	09/26/2011		S		` ′	\$ 58.36	168,768	D	
Common Stock, par value \$0.01 per share	09/26/2011		S	100	D	\$ 58.38	168,668	D	
	09/26/2011		S	100	D		168,568	D	

Common Stock, par value \$0.01 per share					\$ 58.39		
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.4	168,468	D
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.41	168,368	D
Common Stock, par value \$0.01 per share	09/26/2011	S	400	D	\$ 58.43	167,968	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.44	167,668	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.45	167,368	D
Common Stock, par value \$0.01 per share	09/26/2011	S	400	D	\$ 58.47	166,968	D
Common Stock, par value \$0.01 per share	09/26/2011	S	700	D	\$ 58.48	166,268	D
Common Stock, par value \$0.01 per share	09/26/2011	S	227	D	\$ 58.49	166,041	D
	09/26/2011	S	600	D	\$ 58.5	165,441	D

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.51	165,341	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.52	165,041	D
Common Stock, par value \$0.01 per share	09/26/2011	S	73	D	\$ 58.53	164,968	D
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.54	164,868	D
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.55	164,768	D
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.57	164,668	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.6	164,368	D
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.62	164,168	D
	09/26/2011	S	200	D		163,968	D

Common Stock, par value \$0.01 per share					\$ 58.66			
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.72	163,768	D	
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.73	163,668	D	
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.77	163,468	D	
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.85	163,268	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

(Instr. 3, 4, and 5)

Date Expiration or Number of Shares

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 - 09/27/2011 Attorney-in-Fact

**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.

Remarks:

This is the second of two Form 4s filed by Matthew Fiorilli on September 27, 2011.

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.

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