

STARK ARTHUR  
Form 4  
April 20, 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 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

(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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/18/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President and CMO

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

UNION, NJ 07083

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock, par value \$0.01 per share	04/18/2011		M		100,000	A \$ 38.765	237,113 D
Common Stock, par value \$0.01 per share	04/18/2011		M		100,000	A \$ 41.345	337,113 D
	04/18/2011		S		700	D \$ 54.94	336,413 D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/18/2011	S	1,000	D	\$ 54.945	335,413	D
Common Stock, par value \$0.01 per share	04/18/2011	S	400	D	\$ 54.95	335,013	D
Common Stock, par value \$0.01 per share	04/18/2011	S	1,600	D	\$ 54.955	333,413	D
Common Stock, par value \$0.01 per share	04/18/2011	S	100	D	\$ 54.9575	333,313	D
Common Stock, par value \$0.01 per share	04/18/2011	S	200	D	\$ 54.959	333,113	D
Common Stock, par value \$0.01 per share	04/18/2011	S	3,900	D	\$ 54.96	329,213	D
Common Stock, par value \$0.01 per share	04/18/2011	S	600	D	\$ 54.965	328,613	D
Common Stock, par value \$0.01 per share	04/18/2011	S	200	D	\$ 54.968	328,413	D
	04/18/2011	S	7,900	D	\$ 54.97	320,513	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/18/2011	S	3,700	D	\$ 54.975	316,813	D
Common Stock, par value \$0.01 per share	04/18/2011	S	4,100	D	\$ 54.98	312,713	D
Common Stock, par value \$0.01 per share	04/18/2011	S	1,300	D	\$ 54.985	311,413	D
Common Stock, par value \$0.01 per share	04/18/2011	S	5,300	D	\$ 54.99	306,113	D
Common Stock, par value \$0.01 per share	04/18/2011	S	2,100	D	\$ 54.995	304,013	D
Common Stock, par value \$0.01 per share	04/18/2011	S	5,050	D	\$ 55	298,963	D
Common Stock, par value \$0.01 per share	04/18/2011	S	2,800	D	\$ 55.005	296,163	D
Common Stock, par value \$0.01 per share	04/18/2011	S	4,598	D	\$ 55.01	291,565	D
	04/18/2011	S	302	D	\$ 55.015	291,263	D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

04/18/2011 S 17,600 D \$ 55.02 273,663 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/18/2011 S 200 D \$ 55.025 273,463 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/18/2011 S 21,037 D \$ 55.03 252,426 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/18/2011 S 100 D \$ 55.035 252,326 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/18/2011 S 14,061 D \$ 55.04 238,265 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/18/2011 S 100 D \$ 55.045 238,165 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/18/2011 S 15,900 D \$ 55.05 222,265 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/18/2011 S 4,472 D \$ 55.07 217,793 D

04/18/2011 S 700 D \$ 55.075 217,093 D

Common  
Stock, par  
value  
\$0.01 per  
share

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 38.765	04/18/2011		M	100,000	<u>(1)</u> 04/25/2013	Common Stock	100,000	
Employee Stock Option (right to buy)	\$ 41.345	04/18/2011		M	100,000	<u>(1)</u> 03/03/2014	Common Stock	100,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARK ARTHUR C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			President and CMO	

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact

04/20/2011

\_\_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 was fully exercisable.

### Remarks:

This is the first of two Form 4s filed by Arthur Stark on April 20, 2011.

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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