

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

TEMARES STEVEN H

CIK: **1234078**

Type: **4** | Act: **34** | File No.: **000-20214** | Film No.: **13553007**

ISSUER

BED BATH & BEYOND INC

CIK: **886158** | IRS No.: **112250488** | State of Incorporation: **NY** | Fiscal Year End: **0227**
SIC: **5700** Home furniture, furnishings & equipment stores

Mailing Address
715 MORRIS AVENUE
SPRINGFIELD NJ 07081

Business Address
650 LIBERTY AVENUE
UNION NJ 07083
2013791520

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person TEMARES STEVEN H			2. Issuer Name and Ticker or Trading Symbol BED BATH & BEYOND INC [BBBY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					
C/O BED BATH & BEYOND INC., 650 LIBERTY AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	01/24/2013		M		100,000	A	\$37.51	647,318	D	
Common Stock, par value \$0.01 per share	01/24/2013		S		100,000	D	\$59.0044 ⁽¹⁾	547,318	D	
Common Stock, par value \$0.01 per share	01/25/2013		M		50,000	A	\$37.51	597,318	D	
Common Stock, par value \$0.01 per share	01/25/2013		S		50,000	D	\$59.7197 ⁽²⁾	547,318	D	
Common Stock, par value \$0.01 per share								5,000 ⁽³⁾	I	By Family Limited Partnership

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 Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$37.51	01/24/2013		M			100,000	(4)	04/20/2013	Common Stock	100,000	\$ 0	100,000	D	

(right to buy)															
Employee Stock Option (right to buy)	\$37.51	01/25/2013		M		50,000	(4)	04/20/2013	Common Stock	50,000	\$ 0	50,000		D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$57.83 to \$59.51. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
2. This transaction was executed in multiple trades at prices ranging from \$59.30 to \$59.95. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
3. Represents shares held by a family limited partnership established by Mr. Temares' mother. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
4. The stock option is fully exercisable.

Signatures

/s/ Ori Solomon - Attorney-in-Fact

** Signature of Reporting Person

01/28/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.