

FIORILLI MATTHEW
Form 4
January 15, 2010

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 *
FIORILLI MATTHEW

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/13/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP - Stores

UNION, NJ 07083

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	01/13/2010		S	1,300	D	\$ 41.8	184,153 D
Common Stock, par value \$0.01 per share	01/13/2010		S	1,400	D	\$ 41.81	182,753 D
	01/13/2010		S	400	D		182,353 D

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Common Stock, par value \$0.01 per share					\$ 41.82		
Common Stock, par value \$0.01 per share	01/13/2010	S	800	D	\$ 41.83	181,553	D
Common Stock, par value \$0.01 per share	01/13/2010	S	400	D	\$ 41.84	181,153	D
Common Stock, par value \$0.01 per share	01/13/2010	S	400	D	\$ 41.85	180,753	D
Common Stock, par value \$0.01 per share	01/13/2010	S	200	D	\$ 41.89	180,553	D
Common Stock, par value \$0.01 per share	01/13/2010	S	500	D	\$ 41.91	180,053	D
Common Stock, par value \$0.01 per share	01/13/2010	S	1,300	D	\$ 41.92	178,753	D
Common Stock, par value \$0.01 per share	01/13/2010	S	400	D	\$ 41.93	178,353	D
Common Stock, par value \$0.01 per share	01/13/2010	S	500	D	\$ 41.94	177,853	D
	01/13/2010	S	200	D		177,653	D

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Common Stock, par value \$0.01 per share					\$ 41.95		
Common Stock, par value \$0.01 per share	01/13/2010	S	200	D	\$ 41.96	177,453	D
Common Stock, par value \$0.01 per share	01/13/2010	S	400	D	\$ 41.97	177,053	D
Common Stock, par value \$0.01 per share	01/13/2010	S	200	D	\$ 41.99	176,853	D
Common Stock, par value \$0.01 per share	01/13/2010	S	255	D	\$ 42	176,598	D
Common Stock, par value \$0.01 per share	01/13/2010	S	100	D	\$ 42.02	176,498	D
Common Stock, par value \$0.01 per share	01/13/2010	S	200	D	\$ 42.05	176,298	D
Common Stock, par value \$0.01 per share	01/13/2010	S	200	D	\$ 42.06	176,098	D
Common Stock, par value \$0.01 per share	01/13/2010	S	200	D	\$ 42.08	175,898	D
	01/13/2010	S	300	D		175,598	D

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Common Stock, par value \$0.01 per share					\$					
					42.09					
Common Stock, par value \$0.01 per share	01/13/2010		S	200	D	\$ 42.1	175,398	D		
Common Stock, par value \$0.01 per share	01/13/2010		S	100	D	\$ 42.14	175,298	D		
Common Stock, par value \$0.01 per share	01/13/2010		S	200	D	\$ 42.15	175,098	D		
Common Stock, par value \$0.01 per share	01/13/2010		S	200	D	\$ 42.16	174,898	D		
Common Stock, par value \$0.01 per share	01/13/2010		S	200	D	\$ 42.21	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.

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- ers Follo- wing Repo- sition Trans- fers (Instr.
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount 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 -
Attorney-in-Fact

01/15/2010

 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 F. Fiorilli on January 15, 2010.

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.