

BED BATH & BEYOND INC
 Form 4
 November 17, 2014

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/13/2014

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 President and CMO

UNION, NJ 07083

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

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 | (A) or (D) | Price | |
| Common Stock, par value \$0.01 per share | 11/13/2014 | | M | | 15,000 | A | \$ 41.115 170,779 | D |
| Common Stock, par value \$0.01 per share | 11/13/2014 | | M | | 24,618 | A | \$ 32.87 195,397 | D |
| | 11/13/2014 | | M | | 26,798 | A | \$ 28.33 222,195 | D |

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/13/2014 S 66,416 D \$ 71.2167 155,779 D
(1)

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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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 41.115 | 11/13/2014 | | M | 15,000 | (2) 05/10/2015 | Common Stock | 15,000 | |
| Employee Stock Option (right to buy) | \$ 32.87 | 11/13/2014 | | M | 24,618 | (3) 05/12/2016 | Common Stock | 24,618 | |
| Employee Stock Option (right to buy) | \$ 28.33 | 11/13/2014 | | M | 26,798 | (4) 05/11/2017 | Common Stock | 26,798 | |

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, 11/17/2014
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).
- This transaction was executed in multiple trades at prices ranging from \$70.89 to \$71.675. The price reported above reflects the weighted
- (1) 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) The stock option was fully exercisable.
 - (3) On May 12, 2008, 41,029 stock options were granted and become exercisable in five equal annual installments, commencing on the third anniversary of the date of the grant. As of the date hereof, 24,618 of the stock options are exercisable.
 - (4) On May 11, 2009, 44,664 stock options were granted and become exercisable in five equal annual installments, commencing on the third anniversary of the date of the grant. As of the date hereof, 26,798 of the stock options are exercisable.

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.