

BED BATH &amp; BEYOND INC

Form 4/A

April 11, 2008

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STARK ARTHUR

(Last) (First) (Middle)

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

(Street)

UNION, NJ 07083

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BED BATH & BEYOND INC  
[BBBY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/06/2008

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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	02/06/2008		S		2,200 D \$ 30.38	450,392	D
Common Stock, par value \$0.01 per share	02/06/2008		S		100 D \$ 30.39	450,292	D
Common Stock, par value \$0.01	02/06/2008		S		6,500 D \$ 30.4	443,792	D

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per share

Common Stock, par value \$0.01 per share	02/06/2008	S	4,500	D	\$ 30.41	439,292	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	3,750	D	\$ 30.42	435,542	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	6,000	D	\$ 30.43	429,542	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	2,350	D	\$ 30.44	427,192	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	4,510	D	\$ 30.45	422,682	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	4,484	D	\$ 30.46	418,198	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	6,300	D	\$ 30.47	411,898	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	1,306	D	\$ 30.48	410,592	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	4,200	D	\$ 30.49	406,392	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	1,200	D	\$ 30.5	405,192	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	3,400	D	\$ 30.51	401,792	D
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Common Stock, par value \$0.01 per share	02/06/2008	S	3,900	D	\$ 30.52	397,892	D
Common Stock, par value \$0.01 per share	02/06/2008	S	1,600	D	\$ 30.53	396,292	D
Common Stock, par value \$0.01 per share	02/06/2008	S	1,500	D	\$ 30.54	394,792	D
Common Stock, par value \$0.01 per share	02/06/2008	S	1,600	D	\$ 30.55	393,192	D
Common Stock, par value \$0.01 per share	02/06/2008	S	2,100	D	\$ 30.56	391,092	D
Common Stock, par value \$0.01 per share	02/06/2008	S	1,000	D	\$ 30.57	390,092	D
Common Stock, par value \$0.01 per share	02/06/2008	S	2,800	D	\$ 30.58	387,292	D
Common Stock, par value \$0.01 per share	02/06/2008	S	2,900	D	\$ 30.59	384,392	D
Common Stock, par value \$0.01 per share	02/06/2008	S	2,000	D	\$ 30.6	382,392	D
Common Stock, par value \$0.01 per share	02/06/2008	S	400	D	\$ 30.61	381,992	D
Common Stock, par value \$0.01 per share	02/06/2008	S	500	D	\$ 30.62	381,492	D
	02/06/2008	S	1,700	D		379,792	D

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Common Stock, par value \$0.01 per share						\$ 30.63		
Common Stock, par value \$0.01 per share	02/06/2008	S	500	D		\$ 30.64	379,292	D
Common Stock, par value \$0.01 per share	02/06/2008	S	1,400	D		\$ 30.7	377,892	D
Common Stock, par value \$0.01 per share	02/06/2008	S	400	D		\$ 30.71	377,492	D
Common Stock, par value \$0.01 per share	02/06/2008	S	700	D		\$ 30.72	376,792	D

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

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				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
STARK ARTHUR C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			President and CMO	

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact

04/11/2008

\_\_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).

### Remarks:

This is the second of two Form 4s filed by Arthur Stark on April 11, 2008, amending and restating in their entirety the two For

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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