

FIORILLI MATTHEW

Form 4

April 13, 2009

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FIORILLI MATTHEW

(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)  
04/09/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior VP - Stores

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	(D)	Price
Common Stock, par value \$0.01 per share	04/09/2009		S		700	D	\$ 31.27
					214,386	D	
Common Stock, par value \$0.01 per share	04/09/2009		S		2,800	D	\$ 31.28
					211,586	D	
	04/09/2009		S		700	D	\$ 31.29
					210,886	D	

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S

1,200

D

\$ 31.3

209,686

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S

800

D

\$ 31.31

208,886

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S

1,100

D

\$  
31.3129

207,786

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S

700

D

\$ 31.32

207,086

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S

2,000

D

\$ 31.33

205,086

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S

300

D

\$ 31.335

204,786

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S

300

D

\$  
31.3375

204,486

D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S

5,400

D

\$ 31.34

199,086

D

04/09/2009

S

5,600

D

\$ 31.35

193,486

D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S

1,400

D

\$ 31.36

192,086

D

04/09/2009

S

3,500

D

\$ 31.37

188,586

D

04/09/2009

S

700

D

\$  
31.3798

187,886

D

04/09/2009

S

3,800

D

\$ 31.38

184,086

D

04/09/2009

S

700

D

\$  
31.3805

183,386

D

04/09/2009

S

100

D

\$ 31.385

183,286

D

04/09/2009

S

4,600

D

\$ 31.39

178,686

D

04/09/2009

S

1,100

D

\$  
31.3924

177,586

D

04/09/2009

S

3,935

D

\$ 31.4

173,651

D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S 4,900 D \$ 31.41 168,751 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S 3,200 D \$ 31.42 165,551 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S 500 D \$ 31.425 165,051 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S 100 D \$ 31.4275 164,951 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S 1,100 D \$ 31.43 163,851 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S 100 D \$ 31.4325 163,751 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S 700 D \$ 31.435 163,051 D

Common  
Stock, par  
value  
\$0.01 per  
share

04/09/2009

S 300 D \$ 31.44 162,751 D

04/09/2009

S 200 D \$ 31.46 162,551 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.

**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.**

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 Reported 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
FIORILLI MATTHEW C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	Senior VP - Stores

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact 04/13/2009

\_\_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 three Form 4s filed by Matthew F. Fiorilli on April 13, 2009.

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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