

CASTAGNA EUGENE A

Form 4

July 23, 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 \*  
CASTAGNA EUGENE A

(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)  
07/22/2009

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 \_\_\_\_ Other (specify  
below) below)  
CFO and Treasurer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/22/2009		M	45,000	A \$ 31.615	140,649	D
Common Stock, par value \$0.01 per share	07/22/2009		S	6,703	D \$ 33.7	133,946	D
	07/22/2009		S	2,429	D \$ 33.71	131,517	D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

2,171

D

\$ 33.72 129,346

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

1,900

D

\$ 33.73 127,446

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

2,252

D

\$ 33.74 125,194

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

2,698

D

\$ 33.75 122,496

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

2,048

D

\$ 33.76 120,448

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

2,197

D

\$ 33.77 118,251

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

1,100

D

\$ 33.78 117,151

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

1,426

D

\$ 33.79 115,725

D

07/22/2009

S

4,200

D

\$ 33.8 111,525

D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

988

D

\$ 33.81

110,537

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

500

D

\$ 33.82

110,037

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

488

D

\$ 33.83

109,549

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

500

D

\$ 33.84

109,049

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

700

D

\$ 33.85

108,349

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

500

D

\$ 33.86

107,849

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

600

D

\$ 33.87

107,249

D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S

800

D

\$ 33.88

106,449

D

07/22/2009

S

600

D

\$ 33.89

105,849

D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S 700 D \$ 33.9 105,149 D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S 1,000 D \$ 33.91 104,149 D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S 400 D \$ 33.92 103,749 D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S 2,880 D \$ 33.93 100,869 D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S 2,020 D \$ 33.94 98,849 D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S 500 D \$ 33.95 98,349 D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S 100 D \$ 33.96 98,249 D

Common  
Stock, par  
value  
\$0.01 per  
share

07/22/2009

S 500 D \$ 33.97 97,749 D

07/22/2009

S 900 D \$ 33.98 96,849 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.

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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. I De Sec (In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 31.615	07/22/2009		M	45,000			<u>(1)</u>	<u>(2)</u>	Common Stock	45,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CASTAGNA EUGENE A C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	CFO and Treasurer

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact

07/23/2009

\_\_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).
- (1) The option to purchase 45,000 shares of common stock was exercisable during calendar year 2009. The option to purchase the remaining 30,000 shares of common stock is exercisable during calendar year 2010.
- (2) The expiration date with respect to the option to purchase 45,000 shares of common stock was December 31, 2009. The expiration date with respect to the option to purchase the remaining 30,000 shares of common stock is December 31, 2010.

### Remarks:

This is the first of two Form 4s filed by Eugene A. Castagna on July 23, 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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