

TEMARES STEVEN H
Form 5
April 10, 2012

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
TEMARES STEVEN H

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/25/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

UNION, NJ 07083

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$0.01 per share | | | | (A) or (D) Price | 500,281 | D | |
| Common Stock, par value | | | | (A) or (D) Price | 5,000 (1) | I | By Family Limited Partnership |

\$0.01 per
share

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

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (right to buy) | \$ 32.87 | 01/11/2012 | Â | G ⁽²⁾ | Â | 187,144 | Â ⁽³⁾ | 05/12/2016 | Common Stock |
| Employee Stock Option (right to buy) | \$ 32.87 | 01/11/2012 | Â | G ⁽²⁾ | 187,144 | Â | Â ⁽⁴⁾ | 05/12/2016 | Common Stock |
| Employee Stock Option (right to buy) | \$ 38.515 | 01/11/2012 | Â | G ⁽²⁾ | Â | 50,000 | Â ⁽⁴⁾ | 04/17/2014 | Common Stock |
| Employee Stock Option (right to buy) | \$ 38.515 | 01/11/2012 | Â | G ⁽²⁾ | 50,000 | Â | Â ⁽⁴⁾ | 04/17/2014 | Common Stock |
| Employee Stock Option (right to buy) | \$ 41.345 | 01/11/2012 | Â | G ⁽²⁾ | Â | 290,400 | Â ⁽⁴⁾ | 03/03/2014 | Common Stock |
| Employee Stock Option (right to buy) | \$ 41.345 | 01/11/2012 | Â | G ⁽²⁾ | 290,400 | Â | Â ⁽⁴⁾ | 03/03/2014 | Common Stock |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TEMARES STEVEN H C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083 | X | | Chief Executive Officer | |

Signatures

/s/ Ori Solomon -
Attorney-in-Fact

04/10/2012

__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 a family limited partnership established by Mr. Temares' mother. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - (2) Mr. Temares transferred these stock options to a family limited partnership of which Mr. Temares and his spouse are the sole general partners and the sole limited partners.
 - (3) The stock option was granted on May 12, 2008, and will vest and become exercisable in five (5) equal annual installments commencing on the first anniversary of the date of grant. As of the date hereof, 224,572 of the stock options have vested.
 - (4) The stock option is fully exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.