

FIORILLI MATTHEW  
Form 4  
April 12, 2011

**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 \*  
FIORILLI MATTHEW

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)  
04/08/2011

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

UNION, NJ 07083

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	04/08/2011		S		3,400	D	\$ 53.7559 244,103 D
Common Stock, par value \$0.01 per share	04/08/2011		S		918	D	\$ 53.76 243,185 D
	04/08/2011		S		182	D	\$ 53.77 243,003 D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/08/2011	S	2,600	D	\$ 53.78	240,403	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 53.785	240,303	D
Common Stock, par value \$0.01 per share	04/08/2011	S	200	D	\$ 53.79	240,103	D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,900	D	\$ 54	238,203	D
Common Stock, par value \$0.01 per share	04/08/2011	S	300	D	\$ 54.005	237,903	D
Common Stock, par value \$0.01 per share	04/08/2011	S	4,500	D	\$ 54.01	233,403	D
Common Stock, par value \$0.01 per share	04/08/2011	S	4,200	D	\$ 54.02	229,203	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 54.025	229,103	D
	04/08/2011	S	7,500	D	\$ 54.03	221,603	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/08/2011	S	3,258	D	\$ 54.04	218,345	D
Common Stock, par value \$0.01 per share	04/08/2011	S	4,142	D	\$ 54.05	214,203	D
Common Stock, par value \$0.01 per share	04/08/2011	S	2,500	D	\$ 54.06	211,703	D
Common Stock, par value \$0.01 per share	04/08/2011	S	2,600	D	\$ 54.07	209,103	D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,200	D	\$ 54.08	207,903	D
Common Stock, par value \$0.01 per share	04/08/2011	S	2,900	D	\$ 54.09	205,003	D
Common Stock, par value \$0.01 per share	04/08/2011	S	500	D	\$ 54.095	204,503	D
Common Stock, par value \$0.01 per share	04/08/2011	S	1,300	D	\$ 54.1	203,203	D
	04/08/2011	S	1,000	D	\$ 54.11	202,203	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/08/2011	S	900	D	\$ 54.12	201,303	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 54.17	201,203	D
Common Stock, par value \$0.01 per share	04/08/2011	S	400	D	\$ 54.19	200,803	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 54.24	200,703	D
Common Stock, par value \$0.01 per share	04/08/2011	S	100	D	\$ 54.25	200,603	D
Common Stock, par value \$0.01 per share	04/08/2011	S	600	D	\$ 54.26	200,003	D
Common Stock, par value \$0.01 per share	04/08/2011	S	200	D	\$ 54.28	199,803	D
Common Stock, par value \$0.01 per share	04/08/2011	S	700	D	\$ 54.29	199,103	D
	04/08/2011	S	300	D	\$ 54.345	198,803	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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(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 Owned Following Transaction (Instr. 5)
				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

04/12/2011

\_\_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 12, 2011.

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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