

BED BATH & BEYOND INC  
 Form 4  
 July 15, 2013

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)  
 C/O BED BATH & BEYOND  
 INC., 650 LIBERTY AVENUE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/11/2013

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Stock, par value \$0.01 per share	07/11/2013		M		50,000 A \$ 41.345	50,000 <sup>(1)</sup>	I By Family Limited Partnership
Common Stock, par value \$0.01 per share	07/11/2013		S		50,000 D \$ 76.5258	0 <sup>(1)</sup>	I By Family Limited Partnership
	07/12/2013		M		50,000 A \$ 41.345	50,000 <sup>(1)</sup>	I

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Common Stock, par value \$0.01 per share								By Family Limited Partnership	
Common Stock, par value \$0.01 per share	07/12/2013	S	50,000	D	\$ 76.6046	0 <sup>(1)</sup>	<u>(3)</u>	I	By Family Limited Partnership
Common Stock, par value \$0.01 per share	07/15/2013	M	34,693	A	\$ 41.345	34,693 <sup>(1)</sup>		I	By Family Limited Partnership
Common Stock, par value \$0.01 per share	07/15/2013	S	34,693	D	\$ 76.6581	0 <sup>(1)</sup>	<u>(4)</u>	I	By Family Limited Partnership
Common Stock, par value \$0.01 per share						594,676		D	
Common Stock, par value \$0.01 per share						5,000 <sup>(5)</sup>		I	By Family Limited Partnership

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)
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Commission staff, the issuer or a security holder of the issuer.

- (5) 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.
- (6) The Employee Stock Option is fully exercisable.

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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