

CASTAGNA EUGENE A
Form 4
April 13, 2009

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 *
CASTAGNA EUGENE A

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. Date of Earliest Transaction (Month/Day/Year)
04/09/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO and Treasurer

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

(Street)

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

UNION, NJ 07083

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	04/09/2009		M	30,000	A	\$ 23.7815	101,471	D
Common Stock, par value \$0.01 per share	04/09/2009		S	5,300	D	\$ 31	96,171	D
	04/09/2009		S	1,800	D	\$ 31.3	94,371	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	1,000	D	\$ 31.31	93,371	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,000	D	\$ 31.32	92,371	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,000	D	\$ 31.33	91,371	D
Common Stock, par value \$0.01 per share	04/09/2009	S	700	D	\$ 31.34	90,671	D
Common Stock, par value \$0.01 per share	04/09/2009	S	100	D	\$ 31.345	90,571	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,900	D	\$ 31.35	88,671	D
Common Stock, par value \$0.01 per share	04/09/2009	S	2,125	D	\$ 31.36	86,546	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,900	D	\$ 31.37	84,646	D
	04/09/2009	S	300	D		84,346	D

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Common Stock, par value \$0.01 per share					\$			
					31.3798			
Common Stock, par value \$0.01 per share	04/09/2009	S	2,500	D	\$ 31.38	81,846		D
Common Stock, par value \$0.01 per share	04/09/2009	S	300	D	\$ 31.3805	81,546		D
Common Stock, par value \$0.01 per share	04/09/2009	S	4,100	D	\$ 31.39	77,446		D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,100	D	\$ 31.4	76,346		D
Common Stock, par value \$0.01 per share	04/09/2009	S	700	D	\$ 31.41	75,646		D
Common Stock, par value \$0.01 per share	04/09/2009	S	800	D	\$ 31.42	74,846		D
Common Stock, par value \$0.01 per share	04/09/2009	S	100	D	\$ 31.43	74,746		D
Common Stock, par value \$0.01 per share	04/09/2009	S	300	D	\$ 31.44	74,446		D
	04/09/2009	S	300	D	\$ 31.45	74,146		D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
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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 100 D \$ 31.46 74,046 D

04/09/2009 S 600 D \$ 31.48 73,446 D

04/09/2009 S 1,300 D \$ 31.49 72,146 D

04/09/2009 S 675 D \$ 31.54 71,471 D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 23.7815	04/09/2009		M	30,000	(1)	12/31/2009	Common Stock	30,000

Option
(right to
buy)

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

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).
- (1) The 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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