

STARK ARTHUR
Form 4
July 02, 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 *
STARK ARTHUR

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)
06/30/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and CMO

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	06/30/2009		M	60,000	A \$ 11.4688	191,452	D
Common Stock, par value \$0.01 per share	06/30/2009		S	300	D \$ 30.41	191,152	D
	06/30/2009		S	700	D \$ 30.42	190,452	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	06/30/2009	S	1,100	D	\$ 30.43	189,352	D
Common Stock, par value \$0.01 per share	06/30/2009	S	1,900	D	\$ 30.44	187,452	D
Common Stock, par value \$0.01 per share	06/30/2009	S	2,200	D	\$ 30.45	185,252	D
Common Stock, par value \$0.01 per share	06/30/2009	S	897	D	\$ 30.46	184,355	D
Common Stock, par value \$0.01 per share	06/30/2009	S	2,000	D	\$ 30.47	182,355	D
Common Stock, par value \$0.01 per share	06/30/2009	S	700	D	\$ 30.48	181,655	D
Common Stock, par value \$0.01 per share	06/30/2009	S	300	D	\$ 30.49	181,355	D
Common Stock, par value \$0.01 per share	06/30/2009	S	7,500	D	\$ 30.5	173,855	D
	06/30/2009	S	4,903	D	\$ 30.51	168,952	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	06/30/2009	S	3,600	D	\$ 30.52	165,352	D
Common Stock, par value \$0.01 per share	06/30/2009	S	1,700	D	\$ 30.53	163,652	D
Common Stock, par value \$0.01 per share	06/30/2009	S	2,700	D	\$ 30.54	160,952	D
Common Stock, par value \$0.01 per share	06/30/2009	S	2,100	D	\$ 30.55	158,852	D
Common Stock, par value \$0.01 per share	06/30/2009	S	400	D	\$ 30.56	158,452	D
Common Stock, par value \$0.01 per share	06/30/2009	S	1,100	D	\$ 30.5696	157,352	D
Common Stock, par value \$0.01 per share	06/30/2009	S	900	D	\$ 30.57	156,452	D
Common Stock, par value \$0.01 per share	06/30/2009	S	1,000	D	\$ 30.58	155,452	D
	06/30/2009	S	700	D	\$ 30.59	154,752	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	06/30/2009	S	7,700	D	\$ 30.6	147,052	D
Common Stock, par value \$0.01 per share	06/30/2009	S	900	D	\$ 30.6075	146,152	D
Common Stock, par value \$0.01 per share	06/30/2009	S	4,626	D	\$ 30.61	141,526	D
Common Stock, par value \$0.01 per share	06/30/2009	S	4,274	D	\$ 30.62	137,252	D
Common Stock, par value \$0.01 per share	06/30/2009	S	1,700	D	\$ 30.63	135,552	D
Common Stock, par value \$0.01 per share	06/30/2009	S	400	D	\$ 30.64	135,152	D
Common Stock, par value \$0.01 per share	06/30/2009	S	1,200	D	\$ 30.65	133,952	D
Common Stock, par value \$0.01 per share	06/30/2009	S	200	D	\$ 30.66	133,752	D

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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 Option (right to buy)	\$ 11.4688	06/30/2009		M	60,000	<u>(1)</u> 03/13/2010	Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARK ARTHUR C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			President and CMO	

Signatures

/s/ Ori Solomon - Attorney-in-Fact
07/02/2009
**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.

Remarks:

This is the first of two Form 4s being filed by Arthur Stark on July 2, 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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