FEINSTEIN LEONARD
Form 4
May 13, 2011

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FEINSTEIN LEONARD

(Last) (First) (Middle)

C/O BED BATH & BEYOND INC., 110 BI-COUNTY BOULEVARD

(Street)

FARMINGDALE, NY 11735

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BED BATH & BEYOND INC [BBBY]

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Co-Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock, par value $0.01 per share	05/11/2011		M		200,000	A	$ 31.615	1,322,107 (1)	D	
Common Stock, par value $0.01 per share	05/11/2011		M		100,000	A	$ 32.52	1,422,107 (1)	D	

Common Stock, par value $0.01 per share	05/11/2011		S	147,554	D	$ 56.0239 (2)	1,274,553 (1)	D	
Common Stock, par value $0.01 per share	05/12/2011		S	152,446	D	$ 56.0456 (3)	1,122,107 (1)	D	
Common Stock, par value $0.01 per share	05/12/2011		F	5,625 (4)	D	$ 55.9475	1,116,482 (1)	D	
Common Stock, par value $0.01 per share							350,000 (5)	I	By Charitable Foundation
Common Stock, par value $0.01 per share							794,946 (6)	I	By Trusts
Common Stock, par value $0.01 per share							289,250 (7)	I	By Spouse

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

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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 Number

									Shares
Employee Stock Option (right to buy)	$ 31.615	05/11/2011		M	200,000	(8)	03/06/2012	Common Stock	200,00
Employee Stock Option (right to buy)	$ 32.52	05/11/2011		M	100,000	(8)	03/06/2012	Common Stock	100,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEINSTEIN LEONARD C/O BED BATH & BEYOND INC. 110 BI-COUNTY BOULEVARD FARMINGDALE, NY 11735	X		Co-Chairman	

Signatures

/s/ Ori Solomon - Attorney-in-Fact	05/13/2011
**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).

(1) Does not include shares owned by two of Mr. Feinstein's children (who do not share the same home as Mr. Feinstein) and shares owned by trusts for the benefit of three of his children (who do not share the same home as Mr. Feinstein). Mr. Feinstein disclaims beneficial ownership of such shares.

(2) This transaction was executed in multiple trades at prices ranging from $56.00 to $56.27. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.

(3) This transaction was executed in multiple trades at prices ranging from $56.00 to $56.23. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.

(4) Represents the surrender of shares to the Company to satisfy Mr. Feinstein's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Feinstein.

(5) Represents shares held by a charitable foundation of which Mr. Feinstein and his family members are trustees and officers. Mr. Feinstein disclaims beneficial ownership of such shares.

(6) Represents shares held by trusts for the benefit of Mr. Feinstein and his family members. Mr. Feinstein disclaims beneficial ownership of 397,473 such shares.

(7) Represents shares held by Susan Feinstein, Mr. Feinstein's spouse. Mr. Feinstein disclaims beneficial ownership of such shares.

(8) The stock option was 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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Explanation of Responses: