

CASTAGNA EUGENE A
Form 4
July 06, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CASTAGNA EUGENE A

(Last) (First) (Middle)

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

(Street)

UNION, NJ 07083

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Common Stock, par value \$0.01 per share	07/01/2011		M	100,000 A \$ 38.765	226,667	D	
Common Stock, par value \$0.01 per share	07/01/2011		M	20,000 A \$ 37.51	246,667	D	
	07/01/2011		S	30,852 D \$ 59.2	215,815	D	

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

07/01/2011

S

200

D

\$
59.2002

215,615

D

Common
Stock, par
value
\$0.01 per
share

07/01/2011

S

100

D

\$
59.2005

215,515

D

Common
Stock, par
value
\$0.01 per
share

07/01/2011

S

100

D

\$
59.2007

215,415

D

Common
Stock, par
value
\$0.01 per
share

07/01/2011

S

600

D

\$
59.2011

214,815

D

Common
Stock, par
value
\$0.01 per
share

07/01/2011

S

900

D

\$
59.2012

213,915

D

Common
Stock, par
value
\$0.01 per
share

07/01/2011

S

400

D

\$
59.2013

213,515

D

Common
Stock, par
value
\$0.01 per
share

07/01/2011

S

200

D

\$
59.2017

213,315

D

Common
Stock, par
value
\$0.01 per
share

07/01/2011

S

100

D

\$
59.2023

213,215

D

07/01/2011

S

100

D

213,115

D

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Common Stock, par value \$0.01 per share					\$ 59.2024		
Common Stock, par value \$0.01 per share	07/01/2011	S	7,945	D	\$ 59.205	205,170	D
Common Stock, par value \$0.01 per share	07/01/2011	S	21,611	D	\$ 59.21	183,559	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2102	183,459	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2104	183,359	D
Common Stock, par value \$0.01 per share	07/01/2011	S	300	D	\$ 59.2111	183,059	D
Common Stock, par value \$0.01 per share	07/01/2011	S	1,200	D	\$ 59.2112	181,859	D
Common Stock, par value \$0.01 per share	07/01/2011	S	400	D	\$ 59.2113	181,459	D
Common Stock, par value \$0.01 per share	07/01/2011	S	100	D	\$ 59.2115	181,359	D
	07/01/2011	S	3,225	D	\$ 59.215	178,134	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
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\$0.01 per
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share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

07/01/2011

S

9,028

D

\$ 59.22

169,106

D

07/01/2011

S

100

D

\$
59.2205

169,006

D

07/01/2011

S

500

D

\$
59.2211

168,506

D

07/01/2011

S

872

D

\$
59.2212

167,634

D

07/01/2011

S

200

D

\$
59.2213

167,434

D

07/01/2011

S

5,643

D

\$ 59.225

161,791

D

07/01/2011

S

8,258

D

\$ 59.23

153,533

D

07/01/2011

S

100

D

\$
59.2309

153,433

D

07/01/2011

S

300

D

153,133

D

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Common
Stock, par
value
\$0.01 per
share

\$
59.2311

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 38.765	07/01/2011		M	100,000	<u>(1)</u> 04/25/2013	Common Stock 100,000
Employee Stock Option (right to buy)	\$ 37.51	07/01/2011		M	20,000	<u>(2)</u> 04/20/2013	Common Stock 20,000

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

07/06/2011

__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) The stock option was fully exercisable.
- (2) On April 20, 2005, 25,000 stock options were granted and become exercisable in five equal annual installments commencing on the third anniversary of the date of grant. As of the date hereof, 20,000 of the stock options are exercisable.

Remarks:

This is the first of two Form 4s filed by Eugene A. Castagna on July 6, 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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