

BED BATH & BEYOND INC  
 Form 4/A  
 April 11, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
**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)  
**02/04/2008**

\_\_\_ 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)  
**02/06/2008**

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 02/06/2008                           |  | S                              | 2,200   | D \$ 30.38  | 450,392  | D                                 |
| Common Stock, par value \$0.01 per share | 02/06/2008                           |  | S                              | 100   | D \$ 30.39  | 450,292  | D                                 |
| Common Stock, par value \$0.01           | 02/06/2008                           |  | S                              | 6,500   | D \$ 30.4   | 443,792  | D                                 |

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|   |            |   |       |   |             |         |   |
|---|------------|---|-------|---|-------------|---------|---|
| per share   |            |   |       |   |             |         |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 4,500 | D | \$<br>30.41 | 439,292 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 3,750 | D | \$<br>30.42 | 435,542 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 6,000 | D | \$<br>30.43 | 429,542 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 2,350 | D | \$<br>30.44 | 427,192 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 4,510 | D | \$<br>30.45 | 422,682 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 4,484 | D | \$<br>30.46 | 418,198 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 6,300 | D | \$<br>30.47 | 411,898 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 1,306 | D | \$<br>30.48 | 410,592 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 4,200 | D | \$<br>30.49 | 406,392 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 1,200 | D | \$ 30.5     | 405,192 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 3,400 | D | \$<br>30.51 | 401,792 | D |

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|   |            |   |       |   |             |         |   |
|---|------------|---|-------|---|-------------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 3,900 | D | \$<br>30.52 | 397,892 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 1,600 | D | \$<br>30.53 | 396,292 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 1,500 | D | \$<br>30.54 | 394,792 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 1,600 | D | \$<br>30.55 | 393,192 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 2,100 | D | \$<br>30.56 | 391,092 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 1,000 | D | \$<br>30.57 | 390,092 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 2,800 | D | \$<br>30.58 | 387,292 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 2,900 | D | \$<br>30.59 | 384,392 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 2,000 | D | \$ 30.6     | 382,392 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 400   | D | \$<br>30.61 | 381,992 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 | S | 500   | D | \$<br>30.62 | 381,492 | D |
|   | 02/06/2008 | S | 1,700 | D |             | 379,792 | D |

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|   |            |  |   |       |       |       |         |   |
|---|------------|--|---|-------|-------|-------|---------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share |            |  |   |       | \$    |       |         |   |
|   |            |  |   |       | 30.63 |       |         |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 |  | S | 500   | D     | \$    | 379,292 | D |
|   |            |  |   |       |       | 30.64 |         |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 |  | S | 1,400 | D     | \$    | 377,892 | D |
|   |            |  |   |       |       | 30.7  |         |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 |  | S | 400   | D     | \$    | 377,492 | D |
|   |            |  |   |       |       | 30.71 |         |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2008 |  | S | 700   | D     | \$    | 376,792 | D |
|   |            |  |   |       |       | 30.72 |         |   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)   |

## Reporting Owners

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

## Signatures

|  |                     |
|--|---------------------|
| /s/ Ori Solomon -<br>Attorney-in-Fact          | 04/11/2008          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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).

### Remarks:

This is the second of two Form 4s filed by Arthur Stark on April 11, 2008, amending and restating in their entirety the two For

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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