

FIORILLI MATTHEW  
Form 4  
September 27, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
FIORILLI MATTHEW

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)  
09/23/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior VP - Stores

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 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		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	09/26/2011		S	100	D	\$ 58.36	168,768 D
Common Stock, par value \$0.01 per share	09/26/2011		S	100	D	\$ 58.38	168,668 D
	09/26/2011		S	100	D		168,568 D

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Common Stock, par value \$0.01 per share					\$ 58.39		
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.4	168,468	D
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.41	168,368	D
Common Stock, par value \$0.01 per share	09/26/2011	S	400	D	\$ 58.43	167,968	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.44	167,668	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.45	167,368	D
Common Stock, par value \$0.01 per share	09/26/2011	S	400	D	\$ 58.47	166,968	D
Common Stock, par value \$0.01 per share	09/26/2011	S	700	D	\$ 58.48	166,268	D
Common Stock, par value \$0.01 per share	09/26/2011	S	227	D	\$ 58.49	166,041	D
	09/26/2011	S	600	D	\$ 58.5	165,441	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.51	165,341	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.52	165,041	D
Common Stock, par value \$0.01 per share	09/26/2011	S	73	D	\$ 58.53	164,968	D
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.54	164,868	D
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.55	164,768	D
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.57	164,668	D
Common Stock, par value \$0.01 per share	09/26/2011	S	300	D	\$ 58.6	164,368	D
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.62	164,168	D
	09/26/2011	S	200	D		163,968	D

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Common Stock, par value \$0.01 per share					\$ 58.66				
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.72	163,768	D		
Common Stock, par value \$0.01 per share	09/26/2011	S	100	D	\$ 58.73	163,668	D		
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.77	163,468	D		
Common Stock, par value \$0.01 per share	09/26/2011	S	200	D	\$ 58.85	163,268	D		
Common Stock, par value \$0.01 per share						1,600 <sup>(1)</sup>	I		By immediate family member

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.**

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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