

BED BATH & BEYOND INC  
 Form 4/A  
 June 01, 2015

**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 \*  
 TEMARES STEVEN H

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)  
 02/04/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 02/06/2015

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock, par value \$0.01 per share | 02/04/2015                           |  | M                              |   | 100,000 <sup>(1)</sup>  | A  | \$ 41.115 644,365 D                        |
| Common Stock, par value \$0.01 per share | 02/04/2015                           |  | S                              |   | 74,103  | D  | \$ 78.1521 570,262 D                       |
|  | 02/04/2015                           |  | S                              |   | 25,897  | D  | 544,365 D                                  |

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Common Stock, par value \$0.01 per share \$ 78.6837 <sup>(3)</sup>

Common Stock, par value \$0.01 per share 02/05/2015 M 100,000<sup>(1)</sup> A \$ 41.115 644,365 D

Common Stock, par value \$0.01 per share 02/05/2015 S 100,000 D \$ 78.7914 544,365<sup>(4)</sup> D

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)       | \$ 41.115  | 02/04/2015                           |  | M                              | <u>100,000</u> <sup>(1)</sup>   | <u>(5)</u> 05/10/2015                                    | Common Stock 100,000  |
| Employee Stock Option (right to buy)       | \$ 41.115  | 02/05/2015                           |  | M                              | <u>100,000</u> <sup>(1)</sup>   | <u>(5)</u> 05/10/2015                                    | Common Stock 100,000  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| TEMARES STEVEN H<br>C/O BED BATH & BEYOND INC.<br>650 LIBERTY AVENUE<br>UNION, NJ 07083 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Charles Lee - Attorney-in-Fact  
06/01/2015  
\*\*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).  
This amendment is being filed solely to correct the reporting of these stock option exercises. These stock option exercises totaling  
  - (1) 200,000 shares were originally reported as having occurred on February 4, 2015, with sales on February 4 and February 5, instead of as two separate transactions of 100,000 shares each on February 4 and February 5 as reflected in this amendment  
 This transaction was executed in multiple trades at prices ranging from \$77.54 to \$78.5388. The price reported above reflects the  
 (2) 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.  
 This transaction was executed in multiple trades at prices ranging from \$78.54 to \$78.94. The price reported above reflects the weighted  
 (3) 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.  
 This transaction was executed in multiple trades at prices ranging from \$78.60 to \$79.04. The price reported above reflects the weighted  
 (4) 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.  
 (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.