

STARK ARTHUR
Form 4
April 20, 2011

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

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).

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)
04/18/2011

___ 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)

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)
			Code	V	Amount	Price	
Common Stock, par value \$0.01 per share	04/18/2011		M		100,000	A \$ 38.765	237,113 D
Common Stock, par value \$0.01 per share	04/18/2011		M		100,000	A \$ 41.345	337,113 D
	04/18/2011		S		700	D \$ 54.94	336,413 D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/18/2011	S	1,000	D	\$ 54.945	335,413	D
Common Stock, par value \$0.01 per share	04/18/2011	S	400	D	\$ 54.95	335,013	D
Common Stock, par value \$0.01 per share	04/18/2011	S	1,600	D	\$ 54.955	333,413	D
Common Stock, par value \$0.01 per share	04/18/2011	S	100	D	\$ 54.9575	333,313	D
Common Stock, par value \$0.01 per share	04/18/2011	S	200	D	\$ 54.959	333,113	D
Common Stock, par value \$0.01 per share	04/18/2011	S	3,900	D	\$ 54.96	329,213	D
Common Stock, par value \$0.01 per share	04/18/2011	S	600	D	\$ 54.965	328,613	D
Common Stock, par value \$0.01 per share	04/18/2011	S	200	D	\$ 54.968	328,413	D
	04/18/2011	S	7,900	D	\$ 54.97	320,513	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/18/2011	S	3,700	D	\$ 54.975	316,813	D
Common Stock, par value \$0.01 per share	04/18/2011	S	4,100	D	\$ 54.98	312,713	D
Common Stock, par value \$0.01 per share	04/18/2011	S	1,300	D	\$ 54.985	311,413	D
Common Stock, par value \$0.01 per share	04/18/2011	S	5,300	D	\$ 54.99	306,113	D
Common Stock, par value \$0.01 per share	04/18/2011	S	2,100	D	\$ 54.995	304,013	D
Common Stock, par value \$0.01 per share	04/18/2011	S	5,050	D	\$ 55	298,963	D
Common Stock, par value \$0.01 per share	04/18/2011	S	2,800	D	\$ 55.005	296,163	D
Common Stock, par value \$0.01 per share	04/18/2011	S	4,598	D	\$ 55.01	291,565	D
	04/18/2011	S	302	D	\$ 55.015	291,263	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/18/2011	S	17,600	D	\$ 55.02	273,663	D
Common Stock, par value \$0.01 per share	04/18/2011	S	200	D	\$ 55.025	273,463	D
Common Stock, par value \$0.01 per share	04/18/2011	S	21,037	D	\$ 55.03	252,426	D
Common Stock, par value \$0.01 per share	04/18/2011	S	100	D	\$ 55.035	252,326	D
Common Stock, par value \$0.01 per share	04/18/2011	S	14,061	D	\$ 55.04	238,265	D
Common Stock, par value \$0.01 per share	04/18/2011	S	100	D	\$ 55.045	238,165	D
Common Stock, par value \$0.01 per share	04/18/2011	S	15,900	D	\$ 55.05	222,265	D
Common Stock, par value \$0.01 per share	04/18/2011	S	4,472	D	\$ 55.07	217,793	D
	04/18/2011	S	700	D	\$ 55.075	217,093	D

Common
Stock, par
value
\$0.01 per
share

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)	\$ 38.765	04/18/2011		M	100,000	<u>(1)</u> 04/25/2013	Common Stock 100,000
Employee Stock Option (right to buy)	\$ 41.345	04/18/2011		M	100,000	<u>(1)</u> 03/03/2014	Common Stock 100,000

Reporting Owners

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

Signatures

/s/ Ori Solomon -
Attorney-in-Fact

04/20/2011

__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.

Remarks:

This is the first of two Form 4s filed by Arthur Stark on April 20, 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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