

BED BATH & BEYOND INC  
 Form 4  
 November 17, 2014

**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)  
 11/13/2014

\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	11/13/2014		M		15,000	A	\$ 41.115 170,779	D
Common Stock, par value \$0.01 per share	11/13/2014		M		24,618	A	\$ 32.87 195,397	D
	11/13/2014		M		26,798	A	\$ 28.33 222,195	D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

11/13/2014 S 66,416 D \$ 71.2167 155,779 D  
(1)

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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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 41.115	11/13/2014		M	15,000	(2) 05/10/2015	Common Stock	15,000	
Employee Stock Option (right to buy)	\$ 32.87	11/13/2014		M	24,618	(3) 05/12/2016	Common Stock	24,618	
Employee Stock Option (right to buy)	\$ 28.33	11/13/2014		M	26,798	(4) 05/11/2017	Common Stock	26,798	

## 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, 11/17/2014  
Attorney-in-fact

\_\_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) This transaction was executed in multiple trades at prices ranging from \$70.89 to \$71.675. The price reported above reflects the 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.

(2) The stock option was fully exercisable.

(3) On May 12, 2008, 41,029 stock options were granted and become exercisable in five equal annual installments, commencing on the third anniversary of the date of the grant. As of the date hereof, 24,618 of the stock options are exercisable.

(4) On May 11, 2009, 44,664 stock options were granted and become exercisable in five equal annual installments, commencing on the third anniversary of the date of the grant. As of the date hereof, 26,798 of the stock options are exercisable.

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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