ADLER DEAN S Form 4 March 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

BED BATH & BEYOND INC

3. Date of Earliest Transaction

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

Symbol

[BBBY]

(Month/Day/Year)

02/26/2005

1(b).

30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

ADLER DEAN S

(Last) (First)

BELGRAVIA 8TH FL, 1811

CHESTNUT ST

(State)

(Street)

(Middle)

(Zip)

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

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

PHILADELPHIA, PA 19103

(City)

1.Title of Security	2. Transaction Date (Month/Day/Year)				
(Instr. 3)		any (Month/Day/Year)			

Code (D) (Instr. 8)

Transaction(A) or Disposed of (Instr. 3, 4 and 5) (A)

Code V Amount

4. Securities Acquired 5. Amount of Securities Beneficially Owned **Following** Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

or (Instr. 3 and 4) (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Common Stock, par 39.5 02/26/2005 760 D Α Α 1,392 value \$0.01 (1) 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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	*	Title	Number		
						Excicisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

X

10% Owner Officer Other Director

ADLER DEAN S BELGRAVIA 8TH FL 1811 CHESTNUT ST PHILADELPHIA, PA 19103

Signatures

/s/Ori Solomon, 03/01/2005 Attorney-in-Fact

**Signature of Reporting Person

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).
- \$30,000 of the Reporting Person's director fees for the fiscal year ended February 26, 2005 were paid in shares of Common Stock of the Issuer pursuant to a plan adopted by the Issuer and the number of shares was determined based on a price of \$39.50 per share.

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.

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