

BED BATH & BEYOND INC  
 Form 4  
 February 13, 2008

**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)  
**02/12/2008**

\_\_\_\_ 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 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	02/12/2008		M		160,000	A	\$ 11.8282
					289,817		
Common Stock, par value \$0.01 per share	02/12/2008		S		1,000	D	\$ 30.5
					288,817		
	02/12/2008		S		446	D	\$ 30.51
					288,371		

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/12/2008	S	1,400	D	\$ 30.52	286,971	D
Common Stock, par value \$0.01 per share	02/12/2008	S	900	D	\$ 30.53	286,071	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,200	D	\$ 30.54	284,871	D
Common Stock, par value \$0.01 per share	02/12/2008	S	300	D	\$ 30.55	284,571	D
Common Stock, par value \$0.01 per share	02/12/2008	S	400	D	\$ 30.56	284,171	D
Common Stock, par value \$0.01 per share	02/12/2008	S	300	D	\$ 30.57	283,871	D
Common Stock, par value \$0.01 per share	02/12/2008	S	254	D	\$ 30.58	283,617	D
Common Stock, par value \$0.01 per share	02/12/2008	S	800	D	\$ 30.59	282,817	D
	02/12/2008	S	1,300	D	\$ 30.61	281,517	D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

02/12/2008

S 500 D \$ 30.62 281,017 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/12/2008

S 1,800 D \$ 30.63 279,217 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/12/2008

S 800 D \$ 30.64 278,417 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/12/2008

S 1,800 D \$ 30.65 276,617 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/12/2008

S 700 D \$ 30.66 275,917 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/12/2008

S 300 D \$ 30.67 275,617 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/12/2008

S 1,000 D \$ 30.69 274,617 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/12/2008

S 2,500 D \$ 30.7 272,117 D

02/12/2008

S 1,200 D \$ 30.71 270,917 D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/12/2008	S	1,800	D	\$ 30.72	269,117	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,200	D	\$ 30.73	267,917	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,200	D	\$ 30.74	266,717	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,100	D	\$ 30.77	265,617	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,200	D	\$ 30.9	264,417	D
Common Stock, par value \$0.01 per share	02/12/2008	S	1,000	D	\$ 30.91	263,417	D
Common Stock, par value \$0.01 per share	02/12/2008	S	800	D	\$ 30.92	262,617	D
Common Stock, par value \$0.01 per share	02/12/2008	S	300	D	\$ 30.93	262,317	D
	02/12/2008	S	1,000	D	\$ 30.94	261,317	D



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(1) The stock option is fully exercisable.

**Remarks:**

This is the first of two Form 4s filed by Matthew F. Fiorilli on February 13, 2008.

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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