FIORILLI MATTHEW
Form 4
September 28, 2010

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 *
FIORILLI MATTHEW

(Last) (First) (Middle)

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

(Street)

UNION, NJ 07083

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BED BATH & BEYOND INC [BBBY]

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior VP - Stores

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	09/24/2010		M		75,000	A	$ 23.7815	267,203	D	
Common Stock, par value $0.01 per share	09/24/2010		S		300	D	$ 43.14	266,903	D	
	09/24/2010		S		100	D		266,803	D	

Common Stock, par value $0.01 per share					$ 43.1402		
Common Stock, par value $0.01 per share	09/24/2010	S	1,100	D	$ 43.16	265,703	D
Common Stock, par value $0.01 per share	09/24/2010	S	500	D	$ 43.17	265,203	D
Common Stock, par value $0.01 per share	09/24/2010	S	200	D	$ 43.18	265,003	D
Common Stock, par value $0.01 per share	09/24/2010	S	100	D	$ 43.19	264,903	D
Common Stock, par value $0.01 per share	09/24/2010	S	100	D	$ 43.2	264,803	D
Common Stock, par value $0.01 per share	09/24/2010	S	1,000	D	$ 43.21	263,803	D
Common Stock, par value $0.01 per share	09/24/2010	S	1,339	D	$ 43.22	262,464	D
Common Stock, par value $0.01 per share	09/24/2010	S	1,512	D	$ 43.23	260,952	D
	09/24/2010	S	800	D	$ 43.24	260,152	D

Common Stock, par value $0.01 per share							
Common Stock, par value $0.01 per share	09/24/2010	S	800	D	$ 43.25	259,352	D
Common Stock, par value $0.01 per share	09/24/2010	S	100	D	$ 43.2535	259,252	D
Common Stock, par value $0.01 per share	09/24/2010	S	1,300	D	$ 43.26	257,952	D
Common Stock, par value $0.01 per share	09/24/2010	S	2,400	D	$ 43.27	255,552	D
Common Stock, par value $0.01 per share	09/24/2010	S	3,197	D	$ 43.28	252,355	D
Common Stock, par value $0.01 per share	09/24/2010	S	1,500	D	$ 43.29	250,855	D
Common Stock, par value $0.01 per share	09/24/2010	S	1,900	D	$ 43.3	248,955	D
Common Stock, par value $0.01 per share	09/24/2010	S	949	D	$ 43.31	248,006	D
	09/24/2010	S	4,600	D	$ 43.32	243,406	D

Common Stock, par value $0.01 per share							
Common Stock, par value $0.01 per share	09/24/2010	S	1,600	D	$ 43.33	241,806	D
Common Stock, par value $0.01 per share	09/24/2010	S	882	D	$ 43.34	240,924	D
Common Stock, par value $0.01 per share	09/24/2010	S	800	D	$ 43.35	240,124	D
Common Stock, par value $0.01 per share	09/24/2010	S	200	D	$ 43.36	239,924	D
Common Stock, par value $0.01 per share	09/24/2010	S	500	D	$ 43.37	239,424	D
Common Stock, par value $0.01 per share	09/24/2010	S	100	D	$ 43.38	239,324	D
Common Stock, par value $0.01 per share	09/24/2010	S	300	D	$ 43.39	239,024	D
Common Stock, par value $0.01 per share	09/24/2010	S	100	D	$ 43.41	238,924	D
	09/24/2010	S	100	D	$ 43.42	238,824	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)		8. D De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	$ 23.7815	09/24/2010		M		75,000		(1)	(2)	Common Stock	75,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIORILLI MATTHEW C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			Senior VP - Stores	

Signatures

/s/ Ori Solomon - Attorney-in-Fact	09/28/2010
**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.
(2)	60,000 of these stock options expire on December 31, 2010 and 15,000 of these stock options expire on March 30, 2011.

Remarks:

This is the first of three Form 4s filed by Matthew F. Fiorilli on September 28, 2010.

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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