BED BATH & BEYOND INC
Form 4
May 13, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
EISENBERG WARREN

(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)
05/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Co-Chairman

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	05/12/2015		M		6,016 (1)	A	(1)	645,821	D	
Common Stock, par value $0.01 per share	05/12/2015		F		3,120 (2)	D	$ 69.93	642,701	D	
	05/13/2015		S		2,896	D		639,805	D	

Common Stock, par value $0.01 per share		$ 70.4471 (3)			
Common Stock, par value $0.01 per share			69,068 (4)	I	By Spouse
Common Stock, par value $0.01 per share			1,500,000 (5)	I	By Trusts

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 Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Employee Stock Option (right to buy)	$ 70.955	05/11/2015		A		21,629		(6)	05/11/2023	Common Stock	21
Performance Stock Units	(7)	05/11/2015		A		18,046		(8)	(8)	Common Stock	18
Performance Stock Units	(1) (7)	05/12/2015		M			6,016	(8)	(8)	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

EISENBERG WARREN C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	X	Co-Chairman

Signatures

/s/ Charles Lee, Attorney-in-fact	05/13/2015
**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) Represents the vesting of performance stock units ("PSUs") previously granted to Mr. Eisenberg and which convert on a one-for-one basis into common stock.

(2) Represents the surrender of shares to the Company to satisfy Mr. Eisenberg's tax withholding obligation upon the vesting of PSUs previously granted to Mr. Eisenberg.

(3) This transaction was executed in multiple trades at prices ranging from $70.441 to $70.480. 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 Company or a security holder of the Company.

(4) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.

(5) Represents shares held by trusts for the benefit of Mr. Eisenberg and his family members. Mr. Eisenberg disclaims beneficial ownership of 600,000 of such shares.

(6) The Employee Stock Option is exercisable in three (3) equal annual installments commencing on the first anniversary of the date of grant.

(7) The PSUs convert on a one-for-one basis into common stock.

(8) With certain exceptions, the PSUs vest in three (3) equal installments commencing on May 12, 2015, subject to Mr. Eisenberg's continued service to the Company on such dates.

(9) Represents PSUs earned based upon the achievement of a performance-based test for these PSUs previously granted.

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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