FIORILLI MATTHEW

Form 4 April 13, 2009

FORM 4

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

OMB Number: 3235-0287

burden hours per

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

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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) C/O BED BATH & BEYOND INC., 650 LIBERTY AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 04/09/2009	Director 10% Owner _X Officer (give title Other (speci- below) Senior VP - Stores			
UNION, NJ	(Street) 07083		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		· ID· IA D C'IIA			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and			d of (D) 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)
Common Stock, par value \$0.01 per share	04/09/2009		Code V	u	()	Price \$ 31.465	158,451	D	
Common Stock, par value \$0.01 per share	04/09/2009		S	900	D	\$ 31.47	157,551	D	
	04/09/2009		S	200	D		157,351	D	

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Common Stock, par value \$0.01 per share					\$ 31.475			
Common Stock, par value \$0.01 per share	04/09/2009	S	1,000	D	\$ 31.48	156,351	D	
Common Stock, par value \$0.01 per share	04/09/2009	S	400	D	\$ 31.485	155,951	D	
Common Stock, par value \$0.01 per share	04/09/2009	S	2,300	D	\$ 31.51	153,651	D	
Common Stock, par value \$0.01 per share	04/09/2009	S	100	D	\$ 31.515	153,551	D	
Common Stock, par value \$0.01 per share	04/09/2009	S	2,200	D	\$ 31.52	151,351	D	
Common Stock, par value \$0.01 per share	04/09/2009	S	200	D	\$ 31.53	151,151	D	
Common Stock, par value \$0.01 per share						1,600 (1)	I	By Children

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

FIORILLI MATTHEW C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083

Senior VP - Stores

Signatures

/s/ Ori Solomon -04/13/2009 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).

Represents shares held by a dependent child of Mr. Fiorilli. Mr. Fiorilli disclaims beneficial ownership of such shares. Mr. Fiorilli no (1) longer has a reportable interest in 3,200 shares of the Company's common stock owned by his adult children and included in Mr. Fiorilli's prior ownership reports.

Remarks:

This is the third of three Form 4s filed by Matthew F. Fiorilli on April 13, 2009.

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.

Reporting Owners 3