

BED BATH & BEYOND INC
 Form 4
 November 25, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
EISENBERG WARREN

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2014

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

UNION, NJ 07083

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	06/23/2014		G	V	18,039	D	\$ 0
							309,919 ⁽¹⁾
							I
							By Trusts
Common Stock, par value \$0.01 per share	11/04/2014		G	V	93,913	D	\$ 0
							1,500,000 ⁽²⁾
							I
							By Trusts
	11/21/2014		M		100,000	A	\$ 41.115
							948,455 ⁽³⁾
							D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/21/2014 S 100,000 D \$ 72.3087 848,455 ⁽³⁾ D ₍₄₎

500,000 ⁽⁵⁾ I

By
Charitable
Foundation

69,068 ⁽⁶⁾ I

By Spouse

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

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SEC 1474
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 41.115	11/21/2014		M	100,000	⁽⁷⁾ 05/10/2015	Common Stock 100,000

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/ Ori Solomon, 11/25/2014
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).

(1) Represents shares held by trusts for the benefit of Mr. Eisenberg and his family members. Excludes 204,713 shares distributed to Mr. Eisenberg prior to the gift described herein, which are now owned directly.

(2) Represents shares held by trusts for the benefit of Mr. Eisenberg and his family members. Excludes 216,006 shares distributed to Mr. Eisenberg prior to the gift described herein, which are now owned directly, and includes 1,500,000 shares transferred to trusts for the benefit of Mr. Eisenberg and his spouse prior to the date of the gift described herein.

(3) Does not include shares owned by Mr. Eisenberg's children, shares owned by trusts for the benefit of his children and shares exercisable by his children pursuant to stock options (none of whom share the same home as Mr. Eisenberg). Mr. Eisenberg disclaims beneficial ownership of such shares.

(4) This transaction was executed in multiple trades at prices ranging from \$72.17 to \$72.53. 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 Issuer or a security holder of the Issuer.

(5) Represents shares held by a charitable foundation of which Mr. Eisenberg and his family members are trustees and officers. Mr. Eisenberg disclaims beneficial ownership of such shares.

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

(7) The stock option was fully exercisable.

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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