Edgar Filing: BED BATH & BEYOND INC - Form 4

BED BATH	& BEYOND IN	IC									
Form 4	5										
May 12, 201									OMB AF	PROVAL	
FORM	4 UNITED	STATES		RITIES A shington			NGE C	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue				GES IN SECUI 6(a) of th tility Hol	BENEF RITIES ne Securi Iding Con	T ICI A ties H npan	Exchange y Act of	Act of 1934, 1935 or Sectior	Expires: Estimated a burden hour response		
<i>See</i> Instr 1(b).		30(h)	of the In	vestment	t Compa	ny Ao	et of 1940)			
(Print or Type	Responses)										
FIORILLI MATTHEW Symbol BED E			Symbol	er Name and Ticker or Trading BATH & BEYOND INC Y]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				of Earliest Transaction Day/Year) 2015				Director 10% Owner Officer (give title Other (specify below) below) below) Senior VP - Stores			
			endment, Date Original onth/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)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	uired, Disposed of,	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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	05/10/2015			Code V F	Amount 7,168 (1)	or (D) D	Price \$ 71.53	(Instr. 3 and 4) 117,819	D		
Common Stock, par value \$0.01 per share	05/11/2015			F	2,746 (1)	D	\$ 70.955	115,073	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
Terporting o there i tanto, tradition	Director	10% Owner	Officer	Other			
FIORILLI MATTHEW C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			Senior VP - Stores				
Signatures							
/s/ Charles Lee - Attorney-in-Fact	05/12/2	015					

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 surrender of shares to the Company to satisfy Mr. Fiorilli's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Fiorilli.

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.