

BED BATH & BEYOND INC
 Form 4
 May 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
FEINSTEIN LEONARD

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)
05/11/2016

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D) Price				
Common Stock, par value \$0.01 per share	05/11/2016		M		5,285 (1)	A	\$ 927,275	D	
Common Stock, par value \$0.01 per share	05/11/2016		F		1,954 (2)	D	\$ 44.455	925,321	D
	05/12/2016		M			A	\$ 931,336	D	

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Common Stock, par value \$0.01 per share										6,015 <u>(1)</u>						
Common Stock, par value \$0.01 per share	05/12/2016		F							<u>2,670</u> <u>(2)</u>	D	\$ 43.25	928,666		D	
Common Stock, par value \$0.01 per share													341,240		I	By Spouse <u>(3)</u>
Common Stock, par value \$0.01 per share													156,483		I	By Trusts <u>(4)</u>

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.

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	<u>(5)</u>	05/11/2016		A		15,855	<u>(6)</u>	<u>(6)</u>	Common Stock	15,855
Performance Stock Units	<u>(5)</u>	05/11/2016		M		5,285	<u>(6)</u>	<u>(6)</u>	Common Stock	5,285
Performance Stock Units	<u>(5)</u>	05/12/2016		M		6,015	<u>(7)</u>	<u>(7)</u>	Common Stock	6,015

