

TEMARES STEVEN H
Form 4
May 14, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
TEMARES STEVEN H

2. Issuer Name and Ticker or Trading Symbol
BED BATH & BEYOND INC
[BBBY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Last) (First) (Middle)
C/O BED BATH & BEYOND
INC., 650 LIBERTY AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

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 | (D) | Price | | |
| Common Stock, par value \$0.01 per share | 05/10/2018 | | M ⁽¹⁾ | | 57,365 | A | ② | 699,812 | D |
| Common Stock, par value \$0.01 per share | 05/10/2018 | | M ⁽¹⁾ | | 68,649 | A | ② | 768,461 | D |
| | 05/10/2018 | | F ⁽³⁾ | | 33,810 | D | | 734,651 | D |

| | | | | | | | |
|--------------------------------------|-----------|------------|------------------|---------|------|------------|--------------|
| Employee Stock Option (right to buy) | \$ 16.845 | 05/10/2018 | A | 194,199 | (6) | 05/10/2026 | Common Stock |
| Performance Stock Units | (2) | 05/10/2018 | M ⁽¹⁾ | 57,365 | (7) | (7) | Common Stock |
| Performance Stock Units | (2) | 05/10/2018 | A ⁽⁸⁾ | 68,649 | (9) | (9) | Common Stock |
| Performance Stock Units | (2) | 05/10/2018 | M ⁽¹⁾ | 68,649 | (7) | (7) | Common Stock |
| Performance Stock Units | (2) | 05/10/2018 | A ⁽⁸⁾ | 36,806 | (10) | (10) | Common Stock |
| Performance Stock Units | (2) | 05/11/2018 | M ⁽¹⁾ | 36,805 | (7) | (7) | Common Stock |
| Performance Stock Units | (2) | 05/12/2018 | M ⁽¹⁾ | 38,949 | (7) | (7) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TEMARES STEVEN H C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083 | X | | Chief Executive Officer | |

Signatures

/s/ Peter Samuels,
Attorney-in-Fact

05/14/2018

**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. Temares.
- (2) The PSUs convert on a one-for-one basis into common stock.
- (3) Represents the surrender of shares to the Company to satisfy Mr. Temares's tax withholding obligation upon the vesting of PSUs previously granted to Mr. Temares.
- (4) Represents shares held by a family limited partnership, of which Mr. Temares and his spouse are the sole general partners, and of which Mr. Temares and his spouse serve as limited partners together with trusts for the benefit of Mr. Temares, his spouse and his children. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (5) Represents shares held by a family limited partnership established by Mr. Temares's mother. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (6) The Employee Stock Options become exercisable in five equal annual installments commencing on May 10, 2019.
- (7) The PSUs were fully vested.

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- (8) Represents PSUs earned based upon the achievement of a performance-based test for these PSUs previously granted.
- (9) With certain exceptions, the PSUs vest on May 10, 2018, subject to Mr. Temares's continued service to the Company on such date.
- (10) With certain exceptions, the PSUs vest in full on May 11, 2019, subject to Mr. Temares's continued service to the Company on such date.

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.