FEINSTEIN LEONARD

Form 4

\$0.01 per share

November 14, 2011

| November 14, 201 | . 1 | | | | | | | | | |
|---|--|--------------------------------------|---|-------------|--|---|--|---|------------|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | | 3235-0287 | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction Washington, D.C. 20549 Number: Expires: January 31 2005 Estimated average burden hours per response O.5 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 Respons | ses) | | | | | | | | | |
| FEINSTEIN LEONARD Sym | | | BATH & | | | 8 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (F C/O BED BATH INC., 110 BI-CO BOULEVARD | (Month | of Earliest 7 /Day/Year) /2011 | Fransaction | ı | | X Director 10% OwnerX Officer (give title Other (specify below) Co-Chairman | | | | |
| (S FARMINGDALE | (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) (S | State) (Z | Cip) Ta | ble I - Non- | -Derivative | e Secu | | ired, Disposed of | , or Beneficia | ally Owned | |
| 1.Title of Security (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) | | | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Amount of 6. Ownership 1 eneficially Form: 1 owned Direct (D) 0 ollowing or Indirect (eported (I) rransaction(s) (Instr. 4) | | |
| Common Stock, par value 11/09/ \$0.01 per share | /2011 | | M | 16,281 | A | \$ 38.22 | 1,132,763 (1) | D | | |
| Common Stock, par value 11/09/ | /2011 | | S | 16,281 | D | \$ 62.442 (2) | 1,116,482 (1) | D | | |

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|--|---|---|---|------------------------------------|---|---|---|--------------------|--------------------------------|-------------------------------------|
| Common Stock, par value \$0.01 per share | 11/11/2011 | | M 17 | 7,150 | A | \$ 38.22 | 1,133,632 (1) | D | | |
| Common Stock, par value \$0.01 per share | 11/11/2011 | | S 17 | 7,150 | D | \$ 62.0096 (3) | 1,116,482 (1) | D | | |
| Common Stock, par value \$0.01 per share | | | | | | | 394,946 <u>(4)</u> | I | By Trusts | |
| Common Stock, par value \$0.01 per share | | | | | | | 350,000 (5) | I | By Charitable Foundation | |
| Common Stock, par value \$0.01 per share | | | | | | | 289,250 (6) | I | By Spouse | |
| Reminder: Re | port on a separ | rate line for each class | s of securities benefic | Perso inforn requir | ns matined | who respon on containe to respond | directly. In the collect In this form In the collect In this form In the collect In this form In this form | are not m | SEC 1474 (9-02) | |
| | | | ive Securities Acqui ats, calls, warrants, c | | | | | | | |
| 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. Transac Code (Instr. 8 | 5. Number of ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Expiration D (Month/Day/ | ate Underlying | | Securities |
| | | | | Code | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee | \$ 38.22 | 11/09/2011 | | M | | 16,281 | 1 (7) | 04/25/2013 | Common | 16,281 |

Stock

Stock

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Option (right to buy)

Employee

 Stock
 Option
 \$ 38.22
 11/11/2011
 M
 17,150
 (7)
 04/25/2013
 Common Stock
 17,150

(right to buy)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FEINSTEIN LEONARD

C/O BED BATH & BEYOND INC.
110 BI-COUNTY BOULEVARD

FARMINGDALE, NY 11735

Signatures

/s/ Ori Solomon - 11/14/2011 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).
- Does not include shares owned by two of Mr. Feinstein's children (who do not share the same home as Mr. Feinstein) and shares owned (1) by trusts for the benefit of three of his children (who do not share the same home as Mr. Feinstein). Mr. Feinstein disclaims beneficial ownership of such shares.
- This transaction was executed in multiple trades at prices ranging from \$62.03 to \$62.93. 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.
- This transaction was executed in multiple trades at prices ranging from \$62.00 to \$62.07. The price reported above reflects the weighted (3) 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.
- (4) Represents shares held by trusts for the benefit of Mr. Feinstein and his family members. Mr. Feinstein disclaims beneficial ownership of 197,473 such shares.
- (5) Represents shares held by a charitable foundation of which Mr. Feinstein and his family members are trustees and officers. Mr. Feinstein disclaims beneficial ownership of such shares.
- (6) Represents shares held by Susan Feinstein, Mr. Feinstein's spouse. Mr. Feinstein disclaims beneficial ownership of such shares.
- (7) The stock option is 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. 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.

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