

Lattmann Susan E.
Form 4
May 14, 2018

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 *
Lattmann Susan E.

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO and Treasurer

C/O BED BATH & BEYOND INC., 650 LIBERTY AVENUE

(Street)

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

UNION, NJ 07083

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 05/10/2018 | | F(1) | 244 | D \$ 16.845 | 35,089 | D |
| Common Stock, par value \$0.01 per share | 05/10/2018 | | F(1) | 199 | D \$ 16.845 | 34,890 | D |
| | 05/10/2018 | | F(1) | 197 | D | 34,693 | D |

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| | | | | | | | |
|--|------------|------------------------|-------|---|--------------|--------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 16.845 | | |
| Common Stock, par value \$0.01 per share | 05/10/2018 | <u>M⁽²⁾</u> | 6,041 | A | <u>(3)</u> | 40,734 | D |
| Common Stock, par value \$0.01 per share | 05/10/2018 | <u>F⁽⁴⁾</u> | 2,070 | D | \$ 16.845 | 38,664 | D |
| Common Stock, par value \$0.01 per share | 05/10/2018 | <u>M⁽²⁾</u> | 8,001 | A | <u>(3)</u> | 46,665 | D |
| Common Stock, par value \$0.01 per share | 05/10/2018 | <u>F⁽⁴⁾</u> | 2,741 | D | \$ 16.845 | 43,924 | D |
| Common Stock, par value \$0.01 per share | 05/11/2018 | <u>M⁽²⁾</u> | 3,171 | A | <u>(3)</u> | 47,095 | D |
| Common Stock, par value \$0.01 per share | 05/11/2018 | <u>F⁽⁴⁾</u> | 1,087 | D | \$ 16.845 | 46,008 | D |
| Common Stock, par value \$0.01 per share | 05/12/2018 | <u>M⁽²⁾</u> | 3,008 | A | <u>(3)</u> | 49,016 | D |
| Common Stock, par value \$0.01 per share | 05/12/2018 | <u>F⁽⁴⁾</u> | 1,031 | D | \$ 16.845 | 47,985 | D |

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

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(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 16.845 | 05/10/2018 | | A | 139,309 | (5) 05/10/2026 | Common Stock |
| Performance Stock Units | (3) | 05/10/2018 | | M(2) | 6,041 | (6) (6) | Common Stock |
| Performance Stock Units | (3) | 05/10/2018 | | A(7) | 8,001 | (8) (8) | Common Stock |
| Performance Stock Units | (3) | 05/10/2018 | | M(2) | 8,001 | (6) (6) | Common Stock |
| Performance Stock Units | (3) | 05/10/2018 | | A(7) | 3,172 | (9) (9) | Common Stock |
| Performance Stock Units | (3) | 05/11/2018 | | M(2) | 3,171 | (6) (6) | Common Stock |
| Performance Stock Units | (3) | 05/12/2018 | | M(2) | 3,008 | (6) (6) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lattmann Susan E. C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083 | | | CFO and Treasurer | |

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 surrender of shares to the Company to satisfy Ms. Lattmann's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Ms. Lattmann.
- (2) Represents the vesting of performance stock units ("PSUs") previously granted to Ms. Lattmann.
- (3) The PSUs convert on a one-for-one basis into common stock.
- (4) Represents the surrender of shares to the Company to satisfy Ms. Lattmann's tax withholding obligation upon the vesting of PSUs previously granted to Ms. Lattmann.
- (5) The Employee Stock Options become exercisable in five equal annual installments commencing on May 10, 2019.
- (6) The PSUs were fully vested.
- (7) Represents PSUs earned based upon the achievement of a performance-based test for these PSUs previously granted.
- (8) With certain exceptions, the PSUs vest on May 10, 2018, subject to Ms. Lattmann's continued service to the Company on such date.
- (9) With certain exceptions, the PSUs vest in full on May 11, 2019, subject to Ms. Lattmann'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.