

BED BATH & BEYOND INC
Form 4
October 24, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TEMARES STEVEN H

(Last) (First) (Middle)

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

(Street)

UNION, NJ 07083

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title ☐ Other (specify
below) below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock, par value \$0.01 per share	10/22/2013		M	28,507	A \$ 41.345	28,507 ⁽¹⁾	I By Family Limited Partnership
Common Stock, par value \$0.01 per share	10/22/2013		S	28,507	D \$ 77.0882	0 ⁽¹⁾	I By Family Limited Partnership
	10/23/2013		M	1,583	A \$ 41.345	1,583 ⁽¹⁾	I

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Common Stock, par value \$0.01 per share								By Family Limited Partnership
Common Stock, par value \$0.01 per share	10/23/2013	S	1,583	D	\$ 77.05	0 ⁽¹⁾	I	By Family Limited Partnership
Common Stock, par value \$0.01 per share	10/23/2013	M	7,744	A	\$ 38.515	602,420	D	
Common Stock, par value \$0.01 per share	10/23/2013	S	7,744	D	\$ 77.1	594,676	D	
Common Stock, par value \$0.01 per share	10/24/2013	M	17,256	A	\$ 38.515	611,932	D	
Common Stock, par value \$0.01 per share	10/24/2013	S	17,256	D	\$ 77.1292 ⁽³⁾	594,676	D	
Common Stock, par value \$0.01 per share						5,000 ⁽⁴⁾	I	By Family Limited Partnership

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Employee Stock Option (right to buy)	\$ 41.345	10/22/2013	M			28,507	<u>(5)</u>	03/03/2014	Common Stock	28,507
Employee Stock Option (right to buy)	\$ 41.345	10/23/2013	M			1,583	<u>(5)</u>	03/03/2014	Common Stock	1,583
Employee Stock Option (right to buy)	\$ 38.515	10/23/2013	M			7,744	<u>(5)</u>	04/17/2014	Common Stock	7,744
Employee Stock Option (right to buy)	\$ 38.515	10/24/2013	M			17,256	<u>(5)</u>	04/17/2014	Common Stock	17,256

Reporting Owners

Reporting Owner Name / Address	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/ Ori Solomon -
Attorney-in-Fact

10/24/2013

__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).

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- Represents securities held by a family limited partnership, of which Mr. Temares and his spouse are the sole general partners, and of
- (1) which Mr. Temares and his spouse serve as limited partners together with trusts for the benefit of Mr. Temares, his spouse and his children.
- This transaction was executed in multiple trades at prices ranging from \$77.05 to \$77.21. The price reported above reflects the weighted
- (2) 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 \$77.10 to \$77.23. 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 a family limited partnership established by Mr. Temares' mother. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (5) The Employee 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.

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