

BED BATH & BEYOND INC  
Form 4  
February 13, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**FIORILLI MATTHEW**

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)  
**02/12/2008**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Senior VP - Stores**

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/12/2008		S		2,300	D	\$ 30.95
Common Stock, par value \$0.01 per share	02/12/2008		S		3,900	D	\$ 30.96
Common Stock, par value \$0.01	02/12/2008		S		5,600	D	\$ 30.97

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per share							
Common Stock, par value \$0.01 per share	02/12/2008	S	5,897	D	\$ 30.98	243,620	D
Common Stock, par value \$0.01 per share	02/12/2008	S	4,600	D	\$ 30.99	239,020	D
Common Stock, par value \$0.01 per share	02/12/2008	S	15,500	D	\$ 31	223,520	D
Common Stock, par value \$0.01 per share	02/12/2008	S	5,800	D	\$ 31.01	217,720	D
Common Stock, par value \$0.01 per share	02/12/2008	S	11,815	D	\$ 31.02	205,905	D
Common Stock, par value \$0.01 per share	02/12/2008	S	4,900	D	\$ 31.03	201,005	D
Common Stock, par value \$0.01 per share	02/12/2008	S	13,300	D	\$ 31.04	187,705	D
Common Stock, par value \$0.01 per share	02/12/2008	S	8,500	D	\$ 31.05	179,205	D
Common Stock, par value \$0.01 per share	02/12/2008	S	9,300	D	\$ 31.06	169,905	D
Common Stock, par value \$0.01 per share	02/12/2008	S	3,500	D	\$ 31.07	166,405	D
Common Stock, par value \$0.01 per share	02/12/2008	S	7,900	D	\$ 31.08	158,505	D

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Common Stock, par value \$0.01 per share	02/12/2008	S	3,200	D	\$ 31.09	155,305	D	
Common Stock, par value \$0.01 per share	02/12/2008	S	2,200	D	\$ 31.1	153,105	D	
Common Stock, par value \$0.01 per share	02/12/2008	S	8,685	D	\$ 31.11	144,420	D	
Common Stock, par value \$0.01 per share	02/12/2008	S	3,000	D	\$ 31.12	141,420	D	
Common Stock, par value \$0.01 per share	02/12/2008	S	2,703	D	\$ 31.13	138,717	D	
Common Stock, par value \$0.01 per share	02/12/2008	S	1,800	D	\$ 31.14	136,917	D	
Common Stock, par value \$0.01 per share	02/12/2008	S	2,300	D	\$ 31.15	134,617	D	
Common Stock, par value \$0.01 per share	02/12/2008	S	3,600	D	\$ 31.16	131,017	D	
Common Stock, par value \$0.01 per share	02/12/2008	S	900	D	\$ 31.17	130,117	D	
Common Stock, par value \$0.01 per share	02/12/2008	S	300	D	\$ 31.18	129,817	D	
Common Stock, par value \$0.01 per share						4,800 <sup>(1)</sup>	I	By Children

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 5).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry: FIORILLI MATTHEW, C/O BED BATH & BEYOND INC., 650 LIBERTY AVENUE, UNION, NJ 07083; Senior VP - Stores.

Signatures

/s/ Ori Solomon - Attorney-in-Fact, 02/13/2008

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 shares held by dependent children of Mr. Fiorilli. Mr. Fiorilli disclaims beneficial ownership of such shares.

Remarks:

This is the second of two Form 4s filed by Matthew F. Fiorilli on February 13, 2008.

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.