

CASTAGNA EUGENE A
Form 4
April 13, 2009

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 *
CASTAGNA EUGENE A

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)
04/09/2009

___ 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		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	04/09/2009		M	30,000	A	\$ 23.7815	101,471 D
Common Stock, par value \$0.01 per share	04/09/2009		S	5,300	D	\$ 31	96,171 D
	04/09/2009		S	1,800	D	\$ 31.3	94,371 D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/09/2009	S	1,000	D	\$ 31.31	93,371	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,000	D	\$ 31.32	92,371	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,000	D	\$ 31.33	91,371	D
Common Stock, par value \$0.01 per share	04/09/2009	S	700	D	\$ 31.34	90,671	D
Common Stock, par value \$0.01 per share	04/09/2009	S	100	D	\$ 31.345	90,571	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,900	D	\$ 31.35	88,671	D
Common Stock, par value \$0.01 per share	04/09/2009	S	2,125	D	\$ 31.36	86,546	D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,900	D	\$ 31.37	84,646	D
	04/09/2009	S	300	D		84,346	D

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Common Stock, par value \$0.01 per share					\$			
					31.3798			
Common Stock, par value \$0.01 per share	04/09/2009	S	2,500	D	\$ 31.38	81,846		D
Common Stock, par value \$0.01 per share	04/09/2009	S	300	D	\$ 31.3805	81,546		D
Common Stock, par value \$0.01 per share	04/09/2009	S	4,100	D	\$ 31.39	77,446		D
Common Stock, par value \$0.01 per share	04/09/2009	S	1,100	D	\$ 31.4	76,346		D
Common Stock, par value \$0.01 per share	04/09/2009	S	700	D	\$ 31.41	75,646		D
Common Stock, par value \$0.01 per share	04/09/2009	S	800	D	\$ 31.42	74,846		D
Common Stock, par value \$0.01 per share	04/09/2009	S	100	D	\$ 31.43	74,746		D
Common Stock, par value \$0.01 per share	04/09/2009	S	300	D	\$ 31.44	74,446		D
	04/09/2009	S	300	D	\$ 31.45	74,146		D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

04/09/2009 S 100 D \$ 31.46 74,046 D

04/09/2009 S 600 D \$ 31.48 73,446 D

04/09/2009 S 1,300 D \$ 31.49 72,146 D

04/09/2009 S 675 D \$ 31.54 71,471 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 23.7815	04/09/2009		M	30,000	(1)	12/31/2009	Common Stock	30,000

