

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**

(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)  
**02/12/2008**

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 below)  Other (specify below)  
**Senior VP - Stores**

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 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

