

BED BATH & BEYOND INC
 Form 4
 January 16, 2007

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 *
EISENBERG WARREN

(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)
01/12/2007

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)
 Co-Chairman

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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|------------------------|---|--------------------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock, par value \$0.01 per share | 01/12/2007 | | S | | 470 | D | \$ 41.31 | 845,530 ⁽¹⁾ | I | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | | S | | 1,900 | D | \$ 41.32 | 843,630 ⁽¹⁾ | I | By Charitable Foundation |
| | 01/12/2007 | | S | | 2,950 | D | | 840,680 ⁽¹⁾ | I | |

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|--|------------|---|--------|---|----------|---------|-----|---|--------------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 41.33 | | | | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 4,278 | D | \$ 41.34 | 836,402 | (1) | I | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 4,559 | D | \$ 41.35 | 831,843 | (1) | I | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 5,603 | D | \$ 41.36 | 826,240 | (1) | I | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 3,992 | D | \$ 41.37 | 822,248 | (1) | I | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 3,180 | D | \$ 41.38 | 819,068 | (1) | I | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 2,009 | D | \$ 41.39 | 817,059 | (1) | I | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 25,336 | D | \$ 41.4 | 791,723 | (1) | I | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 2,795 | D | \$ 41.41 | 788,928 | (1) | I | By Charitable Foundation |
| | 01/12/2007 | S | 7,072 | D | | 781,856 | (1) | I | |

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|--|------------|---|--------|---|----------|--------------------------|---|--|--------------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 41.42 | | | | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 5,678 | D | \$ 41.43 | 776,178 ⁽¹⁾ | I | | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 3,000 | D | \$ 41.44 | 773,178 ⁽¹⁾ | I | | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 14,267 | D | \$ 41.45 | 758,911 ⁽¹⁾ | I | | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 1,983 | D | \$ 41.46 | 756,928 ⁽¹⁾ | I | | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 1,599 | D | \$ 41.47 | 755,329 ⁽¹⁾ | I | | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 1,229 | D | \$ 41.48 | 754,100 ⁽¹⁾ | I | | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 600 | D | \$ 41.49 | 753,500 ⁽¹⁾ | I | | By Charitable Foundation |
| Common Stock, par value \$0.01 per share | 01/12/2007 | S | 7,500 | D | \$ 41.5 | 746,000 ⁽¹⁾ | I | | By Charitable Foundation |
| | | | | | | 1,044,039 ⁽²⁾ | D | | |

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

2,000,000 ⁽³⁾ I By Spouse

Common
Stock, par
value
\$0.01 per
share

2,000,000 ⁽⁴⁾ I By Trusts

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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(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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| EISENBERG WARREN C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083 | X | | Co-Chairman | |

Signatures

/s/ Ori Solomon,
Attorney-in-Fact

01/16/2007

__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 a charitable foundation of which Mr. Eisenberg and his family members are trustees and officers. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (2) Does not include shares owned by Mr. Eisenberg's four children (who do not share the same home as Mr. Eisenberg) and shares exercisable by one of Mr. Eisenberg's children pursuant to stock options. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (3) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (4) Represents shares held by the trusts for the benefit of Mr. Eisenberg and his family members.

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