

TEMARES STEVEN H

Form 4

May 14, 2018

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)
05/10/2018

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) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	05/10/2018		M ⁽¹⁾	57,365 A <u>(2)</u>	699,812	D	
Common Stock, par value \$0.01 per share	05/10/2018		M ⁽¹⁾	68,649 A <u>(2)</u>	768,461	D	
	05/10/2018		F ⁽³⁾	33,810 D	734,651	D	

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Common
Stock, par
value
\$0.01 per
share

\$
16.845

Common
Stock, par
value
\$0.01 per
share

05/11/2018

M⁽¹⁾ 36,805 A (2) 771,456 D

Common
Stock, par
value
\$0.01 per
share

05/11/2018

F⁽³⁾ 18,127 D \$
16.845 753,329 D

Common
Stock, par
value
\$0.01 per
share

05/12/2018

M⁽¹⁾ 38,949 A (2) 792,278 D

Common
Stock, par
value
\$0.01 per
share

99,336 I

By Family
Limited
Partnership
(4)

Common
Stock, par
value
\$0.01 per
share

5,000 I

By Family
Limited
Partnership
(5)

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.**

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 (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 A Underlying S (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title

Employee Stock Option (right to buy)	\$ 16.845	05/10/2018	A	194,199	(6)	05/10/2026	Common Stock
Performance Stock Units	(2)	05/10/2018	M ⁽¹⁾	57,365	(7)	(7)	Common Stock
Performance Stock Units	(2)	05/10/2018	A ⁽⁸⁾	68,649	(9)	(9)	Common Stock
Performance Stock Units	(2)	05/10/2018	M ⁽¹⁾	68,649	(7)	(7)	Common Stock
Performance Stock Units	(2)	05/10/2018	A ⁽⁸⁾	36,806	(10)	(10)	Common Stock
Performance Stock Units	(2)	05/11/2018	M ⁽¹⁾	36,805	(7)	(7)	Common Stock
Performance Stock Units	(2)	05/12/2018	M ⁽¹⁾	38,949	(7)	(7)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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/ Peter Samuels,
Attorney-in-Fact

05/14/2018

__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 the vesting of performance stock units ("PSUs") previously granted to Mr. Temares.
- (2) The PSUs convert on a one-for-one basis into common stock.
- (3) Represents the surrender of shares to the Company to satisfy Mr. Temares's tax withholding obligation upon the vesting of PSUs previously granted to Mr. Temares.
- (4) Represents shares held by a family limited partnership, of which Mr. Temares and his spouse are the sole general partners, and of which Mr. Temares and his spouse serve as limited partners together with trusts for the benefit of Mr. Temares, his spouse and his children. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (5) Represents shares held by a family limited partnership established by Mr. Temares's mother. Mr. Temares disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (6) The Employee Stock Options become exercisable in five equal annual installments commencing on May 10, 2019.
- (7) The PSUs were fully vested.

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- (8) Represents PSUs earned based upon the achievement of a performance-based test for these PSUs previously granted.
- (9) With certain exceptions, the PSUs vest on May 10, 2018, subject to Mr. Temares's continued service to the Company on such date.
- (10) With certain exceptions, the PSUs vest in full on May 11, 2019, subject to Mr. Temares's continued service to the Company on such date.

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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