

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[] Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Kaplan, Robert S.

(Last) (First) (Middle)
c/o Goldman, Sachs & Co.
85 Broad Street

(Street)

New York, New York 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Bed Bath & Beyond Inc.
(BBBY)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year

December/1999

5. If Amendment, Date of Original (Month/Year)

January 10, 2000

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] 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

3.	4.	5.	6.	7.
	Securities Acquired (A) or Disposed of (D)	Amount of Securities	Owner- ship Form:	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	Transaction Code (Instr. 8) Code V	3. (Instr. 3, 4 and 5)			Beneficially Owned at End of Month (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Nature of Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Common Stock					1,698	D		
Common Stock	12/16/99	P	815	A	\$29.50	I	01	
Common Stock	12/16/99	S	815	D	\$29.25	I	01	
Common Stock	12/16/99	S	1,500	D	\$30.00	I	01	
Common Stock	12/17/99	P	500	A	\$30.875	I	01	
Common Stock	12/17/99	P	500	A	\$30.9375	I	01	
Common Stock	12/17/99	P	500	A	\$31.0625	-0-	I 01	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

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

1. Derivative Security (Instr. 3)	2. Conversion or Exercise Date (Month/Day/ Year)	3. Transaction Code (Instr. 8) Code V	4. Acquired (A) or Disposed (D)	5. Number of Derivative Securities	6. Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of (Instr. 3 and 4)	9. Number of Deriv- ative Secur- ities Benefi- cially Owned (Instr. 3 and 4)	10. Owner- ship (Instr. 4)	11. Nature of Ownership (Instr. 4)

Explanation of Responses:

01: The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). The securities reported herein as indirectly purchased and sold were purchased and sold and may be deemed to have been beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to the Company. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

By: s/ Roger S. Begelman

January 21, 2000

**Signature of Reporting Person
Attorney-in-fact

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the

Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.