

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>EISENBERG WARREN</b>  (Last) (First) (Middle) <b>C/O BED BATH &amp; BEYOND INC.</b> <b>650 LIBERTY AVENUE</b>  (Street) <b>UNION NJ 07083</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BED BATH &amp; BEYOND INC [ BBBY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Co-Chairman</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/10/2017</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/10/2017		F <sup>(1)</sup>		1,622	D	\$37.495	63,625 <sup>(2)</sup>	D	
Common Stock, par value \$0.01 per share	05/10/2017		F <sup>(1)</sup>		1,602	D	\$37.495	62,023	D	
Common Stock, par value \$0.01 per share	05/10/2017		M <sup>(3)</sup>		8,237	A	<sup>(4)</sup>	70,260	D	
Common Stock, par value \$0.01 per share	05/10/2017		F <sup>(5)</sup>		3,069	D	\$37.495	67,191	D	
Common Stock, par value \$0.01 per share	05/11/2017		M <sup>(3)</sup>		5,285	A	<sup>(4)</sup>	72,476	D	
Common Stock, par value \$0.01 per share	05/11/2017		F <sup>(5)</sup>		1,969	D	\$37.0025	70,507	D	
Common Stock, par value \$0.01 per share								347,942 <sup>(2)</sup>	I	By Spouse <sup>(6)</sup>
Common Stock, par value \$0.01 per share								1,000,000 <sup>(2)</sup>	I	By Trust <sup>(7)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Stock Units	<sup>(4)</sup>	05/10/2017		A <sup>(8)</sup>		16,474		<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	16,474	\$0	16,474	D	
Performance Stock Units	<sup>(4)</sup>	05/10/2017		M <sup>(3)</sup>		8,237		<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	8,237	\$0	8,237	D	
Performance Stock Units	<sup>(4)</sup>	05/10/2017		A <sup>(8)</sup>		6,016		<sup>(10)</sup>	<sup>(10)</sup>	Common Stock	6,016	\$0	6,016	D	
Performance Stock Units	<sup>(4)</sup>	05/11/2017		M <sup>(3)</sup>		5,285		<sup>(11)</sup>	<sup>(11)</sup>	Common Stock	5,285	\$0	5,285	D	

Explanation of Responses:

1. Represents the surrender of shares to the Company to satisfy Mr. Eisenberg's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Eisenberg.
2. The amount of shares reported reflects (i) Mr. Eisenberg's prior (A) receipt of 521,913 shares from a trust and (B) contribution of 1,000,000 shares to a trust and (ii) Mr. Eisenberg's spouse's prior receipt of 347,942 shares from a trust. Each of the foregoing transactions was exempt from reporting pursuant to Rule 16a-13.
3. Represents the vesting of performance stock units ("PSUs") previously granted to Mr. Eisenberg.
4. The PSUs convert on a one-for-one basis into common stock.
5. Represents the surrender of shares to the Company to satisfy Mr. Eisenberg's tax withholding obligation upon the vesting of PSUs previously granted to Mr. Eisenberg.
6. Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
7. Represents shares held by a trust for the benefit of Mr. Eisenberg and his family members. Mr. Eisenberg disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
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 in two equal annual installments commencing on May 10, 2017, subject to Mr. Eisenberg's continued service to the Company on such dates.
10. With certain exceptions, the PSUs vest on May 12, 2018, subject to Mr. Eisenberg's continued service to the Company on such date.
11. With certain exceptions, the PSUs vest in three equal annual installments commencing on May 11, 2016, subject to Mr. Eisenberg's continued service to the Company on such dates.

**Remarks:**

/s/ Charles Lee - Attorney-in-Fact    05/12/2017

\*\* Signature of Reporting Person    Date

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).

\*\* 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 is insufficient, see Instruction 6 for procedure.

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