

| 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

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* <u>TEMARES STEVEN H</u> (Last) (First) (Middle) <u>C/O BED BATH & BEYOND INC.</u> <u>650 LIBERTY AVENUE</u> (Street) <u>UNION NJ 07083</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>BED BATH & BEYOND INC [BBBY]</u> | 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) <p style="text-align: center;">Chief Executive Officer</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2018</u> | |
| 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 | 05/10/2018 | | M ⁽¹⁾ | | 57,365 | A | (2) | 699,812 | D | |
| Common Stock, par value \$0.01 per share | 05/10/2018 | | M ⁽¹⁾ | | 68,649 | A | (2) | 768,461 | D | |
| Common Stock, par value \$0.01 per share | 05/10/2018 | | F ⁽³⁾ | | 33,810 | D | \$16.845 | 734,651 | D | |
| 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⁾ |

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 |
| Employee Stock Option (right to buy) | \$16.845 | 05/10/2018 | | A | | 194,199 | | (6) | 05/10/2026 | Common Stock | 194,199 | \$0 | 194,199 | D | |
| Performance Stock Units | (2) | 05/10/2018 | | M ⁽¹⁾ | | 57,365 | | (7) | (7) | Common Stock | 57,365 | \$0 | 0 | D | |
| Performance Stock Units | (2) | 05/10/2018 | | A ⁽⁸⁾ | | 68,649 | | (9) | (9) | Common Stock | 68,649 | \$0 | 68,649 | D | |
| Performance Stock Units | (2) | 05/10/2018 | | M ⁽¹⁾ | | 68,649 | | (7) | (7) | Common Stock | 68,649 | \$0 | 0 | D | |

**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 | Amount or Number of Shares | | | | |
| Performance Stock Units | (2) | 05/10/2018 | | A ⁽⁸⁾ | | 36,806 | | (10) | (10) | Common Stock | 36,806 | \$0 | 36,806 | D | |
| Performance Stock Units | (2) | 05/11/2018 | | M ⁽¹⁾ | | | 36,805 | (7) | (7) | Common Stock | 36,805 | \$0 | 0 | D | |
| Performance Stock Units | (2) | 05/12/2018 | | M ⁽¹⁾ | | | 38,949 | (7) | (7) | Common Stock | 38,949 | \$0 | 0 | D | |

Explanation of Responses:

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.
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.

/s/ Peter Samuels, Attorney-in-Fact 05/14/2018

** 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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