CASTAGNA EUGENE A
Form 4
May 14, 2018

FORM 4

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

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

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CASTAGNA EUGENE A

(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
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. 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

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		F (1)		1,220	D	$ 16.845	128,198	D	
Common Stock, par value $0.01 per share	05/10/2018		F (1)		1,094	D	$ 16.845	127,104	D	
	05/10/2018		F (1)		1,179	D		125,925	D	

Common Stock, par value $0.01 per share						$ 16.845		
Common Stock, par value $0.01 per share	05/10/2018		M(2)	10,434	A	(3)	136,359	D
Common Stock, par value $0.01 per share	05/10/2018		F(4)	3,574	D	$ 16.845	132,785	D
Common Stock, par value $0.01 per share	05/10/2018		M(2)	12,668	A	(3)	145,453	D
Common Stock, par value $0.01 per share	05/10/2018		F(4)	4,339	D	$ 16.845	141,114	D
Common Stock, par value $0.01 per share	05/11/2018		M(2)	6,166	A	(3)	147,280	D
Common Stock, par value $0.01 per share	05/11/2018		F(4)	2,112	D	$ 16.845	145,168	D
Common Stock, par value $0.01 per share	05/12/2018		M(2)	6,216	A	(3)	151,384	D
Common Stock, par value $0.01 per share	05/12/2018		F(4)	2,129	D	$ 16.845	149,255	D

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

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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 Se (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		174,136		(5)	05/10/2026	Common Stock
Performance Stock Units	(3)	05/10/2018		M(2)			10,434	(6)	(6)	Common Stock
Performance Stock Units	(3)	05/10/2018		A(7)		12,668		(8)	(8)	Common Stock
Performance Stock Units	(3)	05/10/2018		M(2)			12,668	(6)	(6)	Common Stock
Performance Stock Units	(3)	05/10/2018		A(7)		6,166		(9)	(9)	Common Stock
Performance Stock Units	(3)	05/11/2018		M(2)			6,166	(6)	(6)	Common Stock
Performance Stock Units	(3)	05/12/2018		M(2)			6,216	(6)	(6)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASTAGNA EUGENE A C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083			Chief Operating 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 surrender of shares to the Company to satisfy Mr. Castagna's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Castagna.
(2)	Represents the vesting of performance stock units ("PSUs") previously granted to Mr. Castagna.
(3)	The PSUs convert on a one-for-one basis into common stock.
(4)	Represents the surrender of shares to the Company to satisfy Mr. Castagna's tax withholding obligation upon the vesting of PSUs previously granted to Mr. Castagna.
(5)	The Employee Stock Options become exercisable in five equal annual installments commencing on May 10, 2019.
(6)	The PSUs were fully vested.
(7)	Represents PSUs earned based upon the achievement of a performance-based test for these PSUs previously granted.
(8)	With certain exceptions, the PSUs vest on May 10, 2018, subject to Mr. Castagna's continued service to the Company on such date.
(9)	With certain exceptions, the PSUs vest in full on May 11, 2019, subject to Mr. Castagna'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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