

FEINSTEIN LEONARD

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FEINSTEIN LEONARD

2. Issuer Name **and** Ticker or Trading
Symbol
BED BATH & BEYOND INC
[BBBY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BED BATH & BEYOND
INC., 650 LIBERTY AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Co-Chairman

UNION, NJ 07083

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

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(A) Code (Instr. 8)	4. Securities Acquired 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		F ⁽¹⁾	1,461 D	\$ 16.845 936,128	D	
Common Stock, par value \$0.01 per share	05/10/2018		M ⁽²⁾	8,237 A	<u>(3)</u> 944,365	D	
	05/10/2018		F ⁽⁴⁾	2,799 D	941,566	D	

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Common Stock, par value \$0.01 per share					\$ 16.845			
Common Stock, par value \$0.01 per share	05/10/2018	<u>M</u> ⁽²⁾	6,667	A	<u>(3)</u>	948,233	D	
Common Stock, par value \$0.01 per share	05/10/2018	<u>F</u> ⁽⁴⁾	2,265	D	\$ 16.845	945,968	D	
Common Stock, par value \$0.01 per share	05/11/2018	<u>M</u> ⁽²⁾	5,285	A	<u>(3)</u>	951,253	D	
Common Stock, par value \$0.01 per share	05/11/2018	<u>F</u> ⁽⁴⁾	1,796	D	\$ 16.845	949,457	D	
Common Stock, par value \$0.01 per share	05/12/2018	<u>M</u> ⁽²⁾	6,016	A	<u>(3)</u>	955,473	D	
Common Stock, par value \$0.01 per share	05/12/2018	<u>F</u> ⁽⁴⁾	2,044	D	\$ 16.845	953,429	D	
Common Stock, par value \$0.01 per share						341,240	I	By Spouse <u>(5)</u>
Common Stock, par value \$0.01 per share						156,483	I	By Trusts <u>(6)</u>

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

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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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	(3)	05/10/2018		M(2)		8,237		(7)	(7)	Common Stock	8,237
Performance Stock Units	(3)	05/10/2018		A(8)		6,667		(9)	(9)	Common Stock	6,667
Performance Stock Units	(3)	05/10/2018		M(2)		6,667		(7)	(7)	Common Stock	6,667
Performance Stock Units	(3)	05/10/2018		A(8)		5,286		(10)	(10)	Common Stock	5,286
Performance Stock Units	(3)	05/11/2018		M(2)		5,285		(7)	(7)	Common Stock	5,285
Performance Stock Units	(3)	05/12/2018		M(2)		6,016		(7)	(7)	Common Stock	6,016

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEINSTEIN LEONARD C/O BED BATH & BEYOND INC. 650 LIBERTY AVENUE UNION, NJ 07083	X		Co-Chairman	

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. Feinstein's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Feinstein.
- (2) Represents the vesting of performance stock units ("PSUs") previously granted to Mr. Feinstein.
- (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. Feinstein's tax withholding obligation upon the vesting of PSUs previously granted to Mr. Feinstein.
- (5) Represents shares held by Susan Feinstein, Mr. Feinstein's spouse. Mr. Feinstein disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (6) Represents shares held by trusts for the benefit of Mr. Feinstein's family members. Mr. Feinstein disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (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 in full on May 10, 2018, subject to Mr. Feinstein'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. Feinstein'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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