

TEMARES STEVEN H

Form 4

May 14, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TEMARES STEVEN H

(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  
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|--|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/10/2018                              |   | M <sup>(1)</sup>                     | 57,365 A <u>(2)</u>   | 699,812  | D   |  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/10/2018                              |   | M <sup>(1)</sup>                     | 68,649 A <u>(2)</u>   | 768,461  | D   |  |
|  | 05/10/2018                              |   | F <sup>(3)</sup>                     | 33,810 D  | 734,651  | D   |  |

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|  |            |                  |        |   |              |         |   |
|--|------------|------------------|--------|---|--------------|---------|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |                  |        |   | \$<br>16.845 |         |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/11/2018 | M <sup>(1)</sup> | 36,805 | A | (2)          | 771,456 | D   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/11/2018 | F <sup>(3)</sup> | 18,127 | D | \$<br>16.845 | 753,329 | D   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/12/2018 | M <sup>(1)</sup> | 38,949 | A | (2)          | 792,278 | D   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |                  |        |   |              | 99,336  | I<br>By Family<br>Limited<br>Partnership<br>(4) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |                  |        |   |              | 5,000   | I<br>By Family<br>Limited<br>Partnership<br>(5) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |
|---|---|---|---|---|---|--|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable Expiration<br>Date Date                    | Title  |

|                                      |           |            |                  |         |      |            |              |
|--------------------------------------|-----------|------------|------------------|---------|------|------------|--------------|
| Employee Stock Option (right to buy) | \$ 16.845 | 05/10/2018 | A                | 194,199 | (6)  | 05/10/2026 | Common Stock |
| Performance Stock Units              | (2)       | 05/10/2018 | M <sup>(1)</sup> | 57,365  | (7)  | (7)        | Common Stock |
| Performance Stock Units              | (2)       | 05/10/2018 | A <sup>(8)</sup> | 68,649  | (9)  | (9)        | Common Stock |
| Performance Stock Units              | (2)       | 05/10/2018 | M <sup>(1)</sup> | 68,649  | (7)  | (7)        | Common Stock |
| Performance Stock Units              | (2)       | 05/10/2018 | A <sup>(8)</sup> | 36,806  | (10) | (10)       | Common Stock |
| Performance Stock Units              | (2)       | 05/11/2018 | M <sup>(1)</sup> | 36,805  | (7)  | (7)        | Common Stock |
| Performance Stock Units              | (2)       | 05/12/2018 | M <sup>(1)</sup> | 38,949  | (7)  | (7)        | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| TEMARES STEVEN H<br>C/O BED BATH & BEYOND INC.<br>650 LIBERTY AVENUE<br>UNION, NJ 07083 | X             |           | Chief Executive 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 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.

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- (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.

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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