Edgar Filing: BED BATH & BEYOND INC - Form 4

Form 4	& BEYOND INC	C									
July 02, 2013 FORN Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may cont <i>See</i> Instru 1(b).	1 4 UNITED S is box ger 5 6. or 5 5 5 5 5 5 5 5 5 5 5 5 5	IENT OF C suant to Sec a) of the Pul	ECURITIES A Washington, CHANGES IN I SECUR etion 16(a) of the blic Utility Hold the Investment	D.C. 20 BENEFI ITIES e Securit ling Con	549 ICIA ies E	LOWN Exchange y Act of	NERSHIP OF e Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hour response			
(Print or Type I 1. Name and A EPPLER KI	2. Issuer Name and ymbol ED BATH & B 3BBY]			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	(First) (N KAUER ROSE 'EN TIMES SQU.	-	ate of Earliest Transaction nth/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify below) below)				
			If Amendment, Da led(Month/Day/Year)	nendment, Date Original Ionth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if Transactic Code	(Instr. 3,	spose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect		
Common Stock, par value \$.01 per share	06/28/2013		А	1,268	A	\$ 71.03 (1)	13,645	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)

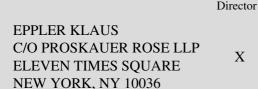
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu: Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other



Signatures

/s/ Klaus Eppler 07/02/2013

<u>**</u>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).

Represents an automatic grant of restricted stock under the Company's 2012 Incentive Compensation Plan valued at \$90,000, issued as part of annual director compensation and approved by the Board of Directors of the Company on June 28, 2013. The number of shares

(1) was determined based on a stock price of \$71.03, the average of the high and low trading prices of the Company's common stock on June 28, 2013, the date of the Company's Annual Meeting of Shareholders. The restricted stock will vest on the first trading day following the last day of the fiscal year of grant, provided that the director remains in office until the last day of the fiscal year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.