

Edgar Filing: BED BATH & BEYOND INC - Form 4

BED BATH & BEYOND INC
Form 4
January 27, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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1. Name and Address of Reporting Person*

Kaplan, Robert S.

(Last) (First) (Middle)
c/o Goldman, Sachs & Co.
85 Broad Street

(Street)
New York, New York 10004

(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Bed Bath & Beyond Inc.
(BBBY)

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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Day/Year

January 23, 2003
January 24, 2003

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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[X] Director [] 10% Owner
[] Officer (give title below) [] Other (specify below)

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7. Individual or Joint/Group Filing (Check Applicable Line)

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[X] Form filed by One Reporting Person
 [] Form filed by More than One Reporting Person

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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) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount	(A) or (D)	Price
Common Stock							
Common Stock	1/23/03		S		11,079	D	\$33.8331
Common Stock	1/23/03		S		3,693	D	\$33.917
Common Stock	1/24/03		P		5,000	A	\$33.85
Common Stock	1/24/03		P		5,000	A	\$33.90
Common Stock	1/24/03		P		400	A	\$33.91
Common Stock	1/24/03		P		362	A	\$33.966
Common Stock	1/24/03		P		600	A	\$33.96
Common Stock	1/24/03		P		3,410	A	\$33.97

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).

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1.	2.	3.	4.	5.	6.	7.
Title of Derivative Security (Instr. 3)	Transaction Date (Month/Day/Year)	Transaction Date (MM/DD/YY)	Code (Instr. 3, 4 and 5)	Number of Securities Acquired (A) or Disposed (D)	Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)

Explanation of Responses:

01: The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is an indirect wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). Goldman Sachs International ("GSI") is an indirect wholly-owned subsidiary of GS Group. The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly owned except to the extent of his pecuniary interest therein.

The securities reported herein as purchased and sold were purchased and sold and were beneficially owned directly by GSI. The securities reported herein as sold were sold, by GSI, as part of a basket which did not meet the requirements for exemption as outlined by the Securities and Exchange Commission. Without admitting any legal obligation, GSI or an affiliate will remit appropriate profits, if any, to the Company.

By: s/ Edward T. Joel

1/27/03

**Signature of Reporting Person
Attorney-in-fact

Date

** 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 provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.

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POWER OF ATTORNEY

The undersigned does hereby appoint Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), his true and lawful attorneys, and each of them his true and lawful attorney, with power to act without the other, and with full power of substitution and resubstitution, to execute and file for him and in his name any Initial Statement of Beneficial Ownership of Securities on Form 3, any Statement of Changes in Beneficial Ownership on Form 4 and any Annual Statement of Changes in Beneficial Ownership on Form 5, or any similar or successor form, which may be required to be filed by him with the Securities and Exchange Commission pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and any and all instruments necessary or incidental therewith, hereby granting unto said attorneys and each of them full power and authority to do and perform in the name and on behalf of the undersigned, and in any and all capacities, every act and thing whatsoever required or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and approving the act of said attorneys and each of them.

This power of attorney shall not be affected by the subsequent disability or incompetence of the principal. This power of attorney shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

In witness thereof the undersigned hereunto signed his name this 27th day of January, 2003.

s/ Robert S. Kaplan

ROBERT S. KAPLAN