

HEALY THOMAS C
Form 4
November 09, 2005

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 *
HEALY THOMAS C

(Last) (First) (Middle)

7601 PENN AVENUE SOUTH

(Street)

RICHFIELD, MN 55423

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BEST BUY CO INC [BBY]

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2005

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)

EVP - Segment Lead

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 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/07/2005		M	3,123 A \$ 19.29	4,248	D	
Common Stock	11/07/2005		M	6,000 A \$ 36.73	10,248	D	
Common Stock	11/07/2005		S	9,123 D \$ 48.69	1,125	D	
Common Stock					16,500	D ⁽¹⁾	
Common Stock					15,000	D ⁽²⁾	

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Stock Option (Right to Buy)	\$ 28.93	11/07/2005		M	3,123	09/21/2001 ⁽³⁾	09/20/2011	Common Stock	3,
Stock Option (Right to Buy)	\$ 34.18					04/11/2002 ⁽³⁾	04/10/2012	Common Stock	16
Stock Option (Right to Buy)	\$ 19.11					01/16/2003 ⁽³⁾	01/15/2013	Common Stock	15
Stock Option (Right to Buy)	\$ 39.59					11/03/2003 ⁽³⁾	11/02/2013	Common Stock	56
Stock Option (Right to Buy)	\$ 36.73	11/07/2005		M	6,000	10/11/2004 ⁽³⁾	10/10/2014	Common Stock	48
Stock Option (Right to Buy)	\$ 46.8	11/08/2005		A	52,182	11/08/2005 ⁽³⁾	11/07/2015	Common Stock	52

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

HEALY THOMAS C
7601 PENN AVENUE SOUTH
RICHFIELD, MN 55423

EVP - Segment Lead

Signatures

/s/ Matthew J. Norman Attorney-in-fact for Thomas C.
Healy

11/09/2005

__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).

Restricted shares that will vest in a range from 0%-100% three years from the date of grant, depending on the satisfaction of certain

(1) performance factors. The number of restricted shares reported includes 7,875 shares granted on Nov. 3, 2003 and 8,625 shares granted on Oct. 11, 2004.

(2) Restricted shares that will vest three years from the date of grant.

(3) The date indicated is the grant date and the options vest in four equal annual installments beginning one year from 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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