

LINENS N THINGS INC
Form 4
February 16, 2006

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 *
Gilmartin Jane F

(Last) (First) (Middle)

C/O LINENS 'N THINGS, INC., 6
BRIGHTON ROAD

(Street)

CLIFTON, NJ 07015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LINENS N THINGS INC [LIN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, Chief Merchandising Off.

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

X 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	(D)	Price
Common Stock, par value \$0.01 per share	02/14/2006		D		14,942	D	\$ 28 (1) 0
Common Stock, par value \$0.01 per share	02/14/2006		D		53,500	D	\$ 28 (1) 0

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

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(9-02)

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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)	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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 25.61	02/14/2006		D	25,000	(3) (3)	Common Stock	25,000
Stock Options (Right to Buy)	\$ 25.84	02/14/2006		D	100,000	(5) (5)	Common Stock	100,000
Stock Options (Right to Buy)	\$ 25.84	02/14/2006		D	50,000	(6) (6)	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gilmartin Jane F C/O LINENS 'N THINGS, INC. 6 BRIGHTON ROAD CLIFTON, NJ 07015			EVP, Chief Merchandising Off.	

Signatures

/s/ Brian D. Silva, Attorney-in-Fact
Date: 02/16/2006

__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) Disposed of pursuant to the Agreement and Plan of Merger by and among Laundry Holding Co., Laundry Merger Sub Co. and the issuer, dated as of November 8, 2005 (the "Merger Agreement"), in exchange for \$28.00 for each share of common stock of the issuer (the

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"Linens Common Stock") held by the reporting person.

- (2) Represents restricted stock units granted on July 20, 2005 that vest as follows: 7,500 on November 1, 2006, 7,750 on March 1, 2007, 15,000 on November 1, 2007, 7,750 on March 1, 2008 and 15,500 on March 1, 2009.

The options vest and are exercisable on and after December 31, 2005, provided that shares of Linens Common Stock acquired on exercise of this option may not be sold or otherwise disposed of except in one-third increments if, and at such point, over ten days (which need not be consecutive) in an established period of thirty days, the fair market value of Linens Common Stock is at or above \$30.73, \$33.81, and \$37.19, respectively. 100% of these option shares may be sold or otherwise disposed of beginning on and after November 30, 2012, except as provided in the Stock Option Agreement. The options expire on December 31, 2012 unless earlier terminated under the Stock Option Agreement.

- (3) Disposed of pursuant to the Merger Agreement in exchange for a cash payment equal to the product of (i) the number of shares of Linens Common Stock subject to the option multiplied by (ii) the excess, if any, of \$28.00 over the exercise price per share of Linens Common Stock under such option.

- (4) The options were issued pursuant to the issuer's New Hire Authorization and vest and are exercisable on December 31, 2005. However, the shares underlying the options become eligible for transfer in one-third increments, if and at such point, over ten days in a 30 day period, the fair market value increases by 20%, 10% and 10% over grant price, or, in any event, six years and eleven months after the date of grant.

- (5) The options were issued pursuant to the issuer's New Hire Authorization and vest in one-third annual increments beginning March 1, 2006.

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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