

DUNN BRIAN J
Form 4
October 13, 2004

FORM 4

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

OMB APPROVAL

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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 *
DUNN BRIAN J

(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)
10/11/2004

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 - Retail Sales

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/11/2004 | | A | 5,250 A \$ 0 | 11,000 | D ⁽¹⁾ | |
| Common Stock | | | | | 3,520 | D | |
| Common Stock | | | | | 8,478 | I | 401(k) Plan |

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

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SEC 1474 (9-02)

number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 11.46 | | | | | 04/24/1998 04/23/2008 | Common Stock 22,500 |
| Stock Option (Right to Buy) | \$ 34.79 | | | | | 04/16/1999 04/15/2009 | Common Stock 11,250 |
| Stock Option (Right to Buy) | \$ 46.75 | | | | | 04/14/2000 04/13/2010 | Common Stock 11,250 |
| Stock Option (Right to Buy) | \$ 16.67 | | | | | 12/15/2000 ⁽²⁾ 12/14/2010 | Common Stock 13,125 |
| Stock Option (Right to Buy) | \$ 37.06 | | | | | 04/27/2001 ⁽²⁾ 04/26/2011 | Common Stock 32,625 |
| Stock Option (Right to Buy) | \$ 51.27 | | | | | 04/11/2002 ⁽²⁾ 04/10/2012 | Common Stock 43,725 |
| Stock Option (Right to Buy) | \$ 28.67 | | | | | 01/16/2003 ⁽²⁾ 01/15/2013 | Common Stock 20,000 |
| Stock Option (Right to Buy) | \$ 59.38 | | | | | 11/03/2003 ⁽²⁾ 11/02/2013 | Common Stock 34,500 |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 55.09 | 10/11/2004 | A | 31,500 | 10/11/2004 ⁽²⁾ | 10/10/2014 | Common Stock | 31,500 |
|--------------------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNN BRIAN J 7601 PENN AVENUE SOUTH RICHFIELD, MN 55423 | | | EVP - Retail Sales | |

Signatures

| | |
|---|---------------------|
| /s/ Mark Geldernick Attorney-in-fact for Brian J. Dunn | 10/13/2004 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Restricted shares that will vest in a range from 0%-100% three years from the date of grant, depending on satisfaction of certain performance factors.
 - (2) The option vests in four equal annual installments beginning one year from the date of grant.

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.