

BEST BUY CO INC

Form 4

July 13, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACKSON DARREN R

(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)
07/12/2005

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 - Finance & CFO

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)
Common Stock	07/12/2005		M	33,750 A	\$ 45.41	34,240	D
Common Stock	07/12/2005		M	33,750 A	\$ 29.07	67,990	D
Common Stock	07/12/2005		S	67,500 D	\$ 74.67	490	D
Common Stock						20,000	D ⁽¹⁾
Common Stock						10,000	D ⁽²⁾

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Common Stock	10,500	D ⁽³⁾	
Common Stock	788	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)

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)	\$ 45.41	07/12/2005		M	33,750	09/18/2000 ⁽⁴⁾	09/17/2010	Common Stock	33,750
Stock Option (Right to Buy)	\$ 29.07	07/12/2005		M	33,750	02/05/2001 ⁽⁴⁾	02/04/2011	Common Stock	33,750
Stock Option (Right to Buy)	\$ 37.06					04/27/2001 ⁽⁴⁾	04/26/2011	Common Stock	32,625
Stock Option (Right to Buy)	\$ 51.27					04/11/2002 ⁽⁴⁾	04/10/2012	Common Stock	43,725
Stock Option (Right to Buy)	\$ 28.67					01/16/2003 ⁽⁴⁾	01/15/2013	Common Stock	20,000
Stock Option	\$ 59.38					11/03/2003 ⁽⁴⁾	11/02/2013	Common Stock	31,500

(Right to
Buy)

Stock

Option \$ 55.09

(Right to
Buy)

10/11/2004

10/10/2014

Common
Stock

31,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON DARREN R 7601 PENN AVENUE SOUTH RICHFIELD, MN 55423			EVP - Finance & CFO	

Signatures

/s/ Matthew J. Norman Attorney-in-fact for Darren R.
Jackson

07/13/2005

**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).

- (1) Restricted shares that will vest at 0% or 100% on the date Best Buy Co., Inc. files Form 10-K for its fiscal year 2007, depending on satisfaction of certain performance factors.
- (2) Restricted shares that vest 25% on the date of grant and an additional 25% on each of the three succeeding anniversary dates immediately following the date of grant.
- (3) 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.
- (4) 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.

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