

BESANKO BRUCE H
Form 4
February 22, 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 *
BESANKO BRUCE H

(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)
10/26/2004

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)
VP - Planning & Perf. Mgmt.

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 | 10/26/2004 | | P ⁽³⁾ | 8 | A | \$ 56.79 | 436 | D |
| Common Stock | 11/16/2004 | | P ⁽³⁾ | 8 | A | \$ 60.72 | 444 | D |
| Common Stock | 12/16/2004 | | P ⁽³⁾ | 9 | A | \$ 58.49 | 453 | D |
| Common Stock | 01/20/2005 | | P ⁽³⁾ | 9 | A | \$ 56.48 | 462 | D |
| Common Stock | 02/17/2005 | | P ⁽³⁾ | 9 | A | \$ 54.91 | 471 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|-------|------------------|-------------|
| Common Stock | 02/18/2005 | | M | 5,625 | A | \$ 51.27 | 6,096 | D | |
| Common Stock | 02/18/2005 | | M | 2,500 | A | \$ 28.67 | 8,596 | D | |
| Common Stock | 02/18/2005 | | S | 8,125 | D | \$ 53.81 | 471 | D | |
| Common Stock | | | | | | | 2,000 | D ⁽¹⁾ | |
| Common Stock | | | | | | | 192 | I | 401(k) Plan |

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

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 51.27 | 02/18/2005 | | M | 5,625 | 04/11/2002 ⁽²⁾ | 04/10/2012 | Common Stock | 5,625 |
| Stock Option (Right to Buy) | \$ 28.67 | 02/18/2005 | | M | 2,500 | 01/16/2003 ⁽²⁾ | 01/15/2013 | Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 59.38 | | | | | 11/03/2003 ⁽²⁾ | 11/02/2013 | Common Stock | 6,300 |
| Stock Option | \$ 55.09 | | | | | 10/11/2004 ⁽²⁾ | 10/10/2014 | Common Stock | 8,300 |

(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BESANKO BRUCE H 7601 PENN AVENUE SOUTH RICHFIELD, MN 55423 | | | VP - Planning & Perf. Mgmt. | |

Signatures

/s/ Mark Geldernick Attorney-in-fact for Bruce H.
Besanko

02/22/2005

__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 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.

The purchase being reported on this Form 4 was eligible for deferred reporting on Form 5 pursuant to Rule 16a-6. The purchase is being reported on Form 4 because the conditions under Rule 16a-6 are no longer satisfied due to the reporting persons disposition of common stock on February 18, 2005.

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.