

MCGEEHAN TIMOTHY  
 Form 4  
 February 09, 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 \*  
**MCGEEHAN TIMOTHY**

(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)  
**02/07/2006**

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 - Retail**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2006		M		12,655	A	\$ 34.18
Common Stock	02/07/2006		M		16,875	A	\$ 24.71
Common Stock	02/07/2006		M		1,125	A	\$ 7.64
Common Stock	02/07/2006		M		7,012	A	\$ 36.73
Common Stock	02/07/2006		M		845	A	\$ 25.11
							30,655
							37,667
							38,512

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Common Stock	02/07/2006	M	14,887	A	\$ 39.59	53,399	D	
Common Stock	02/07/2006	M	16,875	A	\$ 19.11	70,274	D	
Common Stock	02/07/2006	M	28,125	A	\$ 31.17	98,399	D	
Common Stock	02/07/2006	M	12,023	A	\$ 16	110,422	D	
Common Stock	02/07/2006	M	13,500	A	\$ 23.19	123,922	D	
Common Stock	02/07/2006	F	10,330	D	\$ 48.13	113,592	D	
Common Stock	02/07/2006	F	12,530	D	\$ 48.14	101,062	D	
Common Stock	02/07/2006	F	59,333	D	\$ 48.38	41,729	D	
Common Stock	02/07/2006	F	10,105	D	\$ 48.25	31,624	D	
Common Stock						9,353	D <sup>(1)</sup>	
Common Stock						12,972	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 7.64	02/07/2006		M	1,125	04/24/1998 <sup>(2)</sup>	04/23/2008	Common Stock	1,125

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(Right to Buy)									
Stock Option (Right to Buy)	\$ 23.19	02/07/2006	M	13,500	04/16/1999 <sup>(2)</sup>	04/15/2009	Common Stock	13,500	
Stock Option (Right to Buy)	\$ 25.11	02/07/2005	M	845	12/03/1999 <sup>(2)</sup>	12/02/2009	Common Stock	845	
Stock Option (Right to Buy)	\$ 31.17	02/07/2006	M	28,125	04/14/2000 <sup>(2)</sup>	04/13/2010	Common Stock	28,125	
Stock Option (Right to Buy)	\$ 24.71	02/07/2006	M	16,875	04/27/2001 <sup>(2)</sup>	04/26/2011	Common Stock	16,875	
Stock Option (Right to Buy)	\$ 34.18	02/07/2006	M	12,655	04/11/2002 <sup>(2)</sup>	04/10/2012	Common Stock	12,655	
Stock Option (Right to Buy)	\$ 16	02/07/2006	M	12,023	09/18/2002 <sup>(2)</sup>	09/17/2012	Common Stock	12,023	
Stock Option (Right to Buy)	\$ 19.11	02/07/2006	M	16,875	01/16/2003 <sup>(2)</sup>	01/15/2013	Common Stock	16,875	
Stock Option (Right to Buy)	\$ 39.59	02/07/2006	M	14,887	11/03/2003 <sup>(2)</sup>	11/02/2013	Common Stock	14,887	
Stock Option (Right to Buy)	\$ 36.73	02/07/2006	M	7,012	10/11/2004 <sup>(2)</sup>	10/10/2004	Common Stock	7,012	
Stock Option (Right to Buy)	\$ 46.8				11/08/2005 <sup>(2)</sup>	11/07/2015	Common Stock	52,187	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGEEHAN TIMOTHY 7601 PENN AVENUE SOUTH RICHFIELD, MN 55423			EVP - Retail	

## Signatures

/s/ Matthew J. Norman Attorney-in-fact for Timothy  
McGeehan

02/09/2006

\_\_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).

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 reported figure represents two separate awards of 4,568 restricted shares and 4,785 restricted shares granted on 11/03/2003 and 10/11/2004, respectively.

(2) 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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