

BEST BUY CO INC
Form 4
October 17, 2006

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 *
TRESTMAN FRANK D

(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)
10/13/2006

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)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | | | | (A) or (D) | | | |
| Common Stock | 10/13/2006 | | S ⁽¹⁾ | 25,000 D | \$ 57.93 25,000 | I | Family Trust |
| Common Stock | | | | | 87,875 | D | |

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)

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| 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. Price or Per Share 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) | \$ 7.64 | | | | | 04/24/1998 | 04/23/2008 | Common Stock | 24,000 |
| Stock Option (Right to Buy) | \$ 23.19 | | | | | 04/16/1999 | 04/15/2009 | Common Stock | 11,250 |
| Stock Option (Right to Buy) | \$ 31.17 | | | | | 04/14/2000 | 04/13/2010 | Common Stock | 11,250 |
| Stock Option (Right to Buy) | \$ 24.71 | | | | | 04/27/2001 | 04/26/2011 | Common Stock | 11,250 |
| Stock Option (Right to Buy) | \$ 34.18 | | | | | 04/11/2002 | 04/10/2012 | Common Stock | 11,250 |
| Stock Option (Right to Buy) | \$ 20.65 | | | | | 04/14/2003 | 04/13/2013 | Common Stock | 11,250 |
| Stock Option (Right to Buy) | \$ 35.33 | | | | | 04/19/2004 | 04/18/2014 | Common Stock | 11,250 |
| Stock Option (Right to Buy) | \$ 32.79 | | | | | 04/18/2005 | 04/17/2015 | Common Stock | 11,250 |
| | \$ 56.66 | | | | | 04/28/2006 | 04/27/2016 | | 7,500 |

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TRESTMAN FRANK D 7601 PENN AVENUE SOUTH RICHFIELD, MN 55423 | | | X | |

Signatures

/s/ Matthew J. Norman Attorney-in-fact for Frank D.
Trestman

10/17/2006

**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) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on October 12, 2006.

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.