

ANDERSON BRADBURY H
Form 4/A
May 23, 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 *
ANDERSON BRADBURY H

2. Issuer Name and Ticker or Trading Symbol
BEST BUY CO INC [BBY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7601 PENN AVENUE SOUTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman & CEO

RICHFIELD, MN 55423

4. If Amendment, Date Original Filed(Month/Day/Year)
04/11/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 05/18/2006 | | A | | 125,000 | A | \$ 0 |
| Common Stock | | | | | 1,508,652 | D | |
| Common Stock | | | | | 169,940 | I | GRAT |
| Common Stock | | | | | 169,940 | I | Spouse GRAT |
| Common Stock | | | | | 337,839 | I | Family Limited Partnership |

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| | | | |
|--------------|--------|---|--------|
| Common Stock | 11,897 | I | 401(k) |
| Common Stock | 1,800 | I | Sons |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 1.42 | | | | | 04/18/1997 ⁽¹⁾ 04/17/2007 | Common Stock | 900,000 |
| Stock Option (Right to Buy) | \$ 1.42 | | | | | 04/18/1997 04/17/2007 | Common Stock | 90,000 |
| Stock Option (Right to Buy) | \$ 7.64 | | | | | 04/24/1998 ⁽¹⁾ 04/23/2008 | Common Stock | 540,000 |
| Stock Option (Right to Buy) | \$ 7.64 | | | | | 04/24/1998 04/23/2008 | Common Stock | 45,000 |
| Stock Option (Right to Buy) | \$ 23.19 | | | | | 04/16/1999 ⁽¹⁾ 04/15/2009 | Common Stock | 135,000 |
| | \$ 23.19 | | | | | 04/16/1999 04/15/2009 | | 11,250 |

| | | | | | |
|-----------------------------|----------|---------------------------|------------|--------------|---------|
| Stock Option (Right to Buy) | | | | Common Stock | |
| Stock Option (Right to Buy) | \$ 31.17 | 04/14/2000 ⁽¹⁾ | 04/13/2010 | Common Stock | 360,000 |
| 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 ⁽¹⁾ | 04/26/2011 | Common Stock | 337,500 |
| 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 ⁽¹⁾ | 04/10/2012 | Common Stock | 337,500 |
| Stock Option (Right to Buy) | \$ 34.18 | 04/11/2002 | 04/10/2012 | Common Stock | 11,250 |
| Stock Option (Right to Buy) | \$ 19.11 | 01/16/2003 ⁽¹⁾ | 01/15/2013 | Common Stock | 112,500 |
| Stock Option (Right to Buy) | \$ 20.65 | 04/14/2003 | 04/13/2013 | Common Stock | 11,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON BRADBURY H 7601 PENN AVENUE SOUTH RICHFIELD, MN 55423 | X | | Vice Chairman & CEO | |

Signatures

/s/ Matthew J. Norman Attorney-in-fact for Bradbury H.
Anderson

05/23/2006

__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 date indicated is the grant date and the option vests in four equal, annual installments beginning one year from such date.

The restricted shares reported on this Form 4 were authorized and granted to the reporting person by the Compensation and Human Resources Committee of the issuer's Board of Directors on May 18, 2006. They are the same shares that were erroneously reported on the reporting person's Form 4 filed April 11, 2006. The restricted shares will be earned upon the achievement of four company performance goals for the period February 26, 2006 to February 28, 2009 approved by the Committee, each of which account for 25% of the total eligible restricted shares. Because the value of these restricted shares is not tied solely to the market price of the issuer's securities, the grant of these restricted shares is not reportable until such date as the number of restricted shares earned can be determined. Accordingly, these restricted shares will not be reflected on the reporting person's future reports on Form 4 until such time as the restricted shares are earned.

- (2)

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.