

SCHULZE RICHARD M
Form 4
January 12, 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 *
SCHULZE RICHARD M

(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)
12/29/2004

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)

Chairman of the Board

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 | (D) | Price |
| Common Stock | | | | | 481,929 | D | |
| Common Stock | 12/29/2004 | | J ⁽⁵⁾ | V | 168,208 | D | \$ 0 |
| Common Stock | 12/30/2004 | | J ⁽⁴⁾ | V | 127,044 | D | \$ 0 |
| Common Stock | 01/10/2005 | | S ⁽¹⁾ | | 224,000 | D | \$ 56.13 |
| | | | | | 46,925,744 | I | |

Trustee for revocable trust
Trustee for revocable trust
Trustee for revocable trust

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| | | | | | | | | | |
|--------------|------------|------------------|---|---------|---|---------|------------------|---|---|
| Common Stock | | | | | | 1,150 | I ⁽²⁾ | Spouse | |
| Common Stock | | | | | | 930,115 | I | GRAT | |
| Common Stock | | | | | | 126,582 | I | Spouse irrevocable trust | |
| Common Stock | | | | | | 6,102 | I ⁽²⁾ | Trustee for children's trusts | |
| Common Stock | | | | | | 48,092 | I | 401(k) plan | |
| Common Stock | | | | | | 21,115 | I | Sole member of LLC which is sole general partner of limited partnership A | |
| Common Stock | | | | | | 633,446 | I | Sole general partner of limited partnership B | |
| Common Stock | 12/29/2004 | J ⁽⁵⁾ | V | 168,208 | A | \$ 0 | 168,208 | I | Sole member of LLC which is sole general partner of limited partnership C |
| Common Stock | | | | | | 1,374 | I | IRA | |
| Common Stock | | | | | | 762,029 | I | Spouse GRAT | |
| Common Stock | 12/30/2004 | J ⁽⁴⁾ | V | 127,044 | A | \$ 0 | 127,044 | I | Family Foundation |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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(9-02)

displays a currently valid OMB control number.

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. D S (| |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 34.79 | | | | | 04/16/1999 ⁽³⁾ | 04/15/2009 | Common Stock | 150,000 |
| Stock Option (Right to Buy) | \$ 34.79 | | | | | 04/16/1999 | 04/15/2009 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 46.75 | | | | | 04/14/2000 ⁽³⁾ | 04/13/2010 | Common Stock | 600,000 |
| Stock Option (Right to Buy) | \$ 46.75 | | | | | 04/14/2000 | 04/13/2010 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 37.06 | | | | | 04/27/2001 ⁽³⁾ | 04/26/2011 | Common Stock | 375,000 |
| Stock Option (Right to Buy) | \$ 37.06 | | | | | 04/27/2001 | 04/26/2011 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 51.27 | | | | | 04/11/2002 ⁽³⁾ | 04/10/2012 | Common Stock | 127,500 |
| | \$ 51.27 | | | | | 04/11/2002 | 04/10/2012 | | 7,500 |

| | | | | | | |
|--------------------------------------|----------|--|------------|------------|-----------------|-------|
| Stock Option (Right to Buy) | | | | | Common Stock | |
| Stock Option (Right to Buy) | \$ 30.98 | | 04/14/2003 | 04/13/2013 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 53 | | 04/19/2004 | 04/18/2014 | Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHULZE RICHARD M 7601 PENN AVENUE SOUTH RICHFIELD, MN 55423 | X | X | Chairman of the Board | |

Signatures

/s/ Mark Geldernick Attorney-in-fact for Richard M.
Schulze

01/12/2005

__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) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on July 7, 2004.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (3) The date indicated is the grant date and the options vest in four equal annual installments beginning one year from such date.
- (4) 127,044 shares transferred to The Richard M Schulze Family Foundation, of which the reporting person is the sole director.
- (5) 168,208 shares transferred to Olympus Investments Limited Partnership C, a limited partnership of which the reporting person is the sole member of a limited liability company that is the sole General Partner. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.