

BEST BUY CO INC
Form 4/A
March 29, 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 *
Muehlbauer James L

(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)
11/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
11/08/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP - Finance

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) Price | 1,437 ⁽³⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 8,700 | D ⁽¹⁾ | |
| Common Stock | | | | (A) or (D) Price | 514 ⁽⁴⁾ | I | IRA |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 31.04 | | | | | 03/04/2002 ⁽²⁾ | 03/03/2012 | Common Stock | 4,220 |
| Stock Option (Right to Buy) | \$ 34.18 | | | | | 04/11/2002 ⁽²⁾ | 04/10/2012 | Common Stock | 16,875 |
| Stock Option (Right to Buy) | \$ 19.11 | | | | | 01/16/2003 ⁽²⁾ | 01/15/2013 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 39.59 | | | | | 11/03/2003 ⁽²⁾ | 11/02/2013 | Common Stock | 25,500 |
| Stock Option (Right to Buy) | \$ 36.73 | | | | | 10/11/2004 ⁽²⁾ | 10/10/2014 | Common Stock | 28,500 |
| Stock Option (Right to Buy) | \$ 46.8 | 11/08/2005 | | A | 30,053 | 11/08/2005 ⁽²⁾ | 11/07/2015 | Common Stock | 30,053 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Muehlbauer James L 7601 PENN AVENUE SOUTH | | | SVP - Finance | |

RICHFIELD, MN 55423

Signatures

/s/ Matthew J. Norman Attorney-in-fact for James L.
Muehlbauer

03/29/2006

__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 2,900 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.
(3) The reported figure includes 238 shares purchased by the reporting person in connection with an Employee Stock Purchase Plan on 10/06/2005.
(4) Shares held by the reporting person in an IRA that were previously unreported due to an administrative error.

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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