

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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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	(A) or (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.

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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)		
				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.
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.