

KESKEY MICHAEL P

Form 4

October 13, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KESKEY MICHAEL P

(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)
10/11/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President - BBY Retail Stores

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)	40,000	D	
Common Stock	10/11/2004		A	5,000 A \$ 0	10,750	D ⁽¹⁾	
Common Stock					15,795	I	401(k) Plan

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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SEC 1474
(9-02)

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 Number Shares
Stock Option (Right to Buy)	\$ 2.13							04/18/1997	04/17/2007	Common Stock	49,50
Stock Option (Right to Buy)	\$ 11.46							04/24/1998	04/23/2008	Common Stock	135,00
Stock Option (Right to Buy)	\$ 34.79							04/16/1999	04/15/2009	Common Stock	33,75
Stock Option (Right to Buy)	\$ 46.75							04/14/2000	04/13/2010	Common Stock	33,75
Stock Option (Right to Buy)	\$ 37.06							04/27/2001 ⁽²⁾	04/26/2011	Common Stock	43,72
Stock Option (Right to Buy)	\$ 51.27							04/11/2002 ⁽²⁾	04/10/2012	Common Stock	150,00
Stock Option (Right to Buy)	\$ 28.67							01/16/2003 ⁽²⁾	01/15/2013	Common Stock	30,00
Stock Option (Right to Buy)	\$ 59.38							11/03/2003 ⁽²⁾	11/02/2013	Common Stock	49,50

Stock Option (Right to Buy)	\$ 54.15				12/04/2003 ⁽²⁾	12/03/2013	Common Stock	15,00
Stock Option (Right to Buy)	\$ 55.09	10/11/2004	A	42,000	10/11/2004 ⁽²⁾	10/10/2014	Common Stock	42,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KESKEY MICHAEL P 7601 PENN AVENUE SOUTH RICHFIELD, MN 55423			President - BBY Retail Stores	

Signatures

/s/ Mark Geldernick Attorney-in-fact for Michael P.
Keskey

10/13/2004

____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) Restricted shares that will vest in a range from 0%-100% three years from the date of grant, depending on satisfaction of certain performance factors.
- (2) The option vests in four equal annual installments beginning one year from the date of grant.

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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