

BEST BUY CO INC

Reported by
GRAFTON SUSAN S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/20/12 for the Period Ending 04/18/12

Address	7601 PENN AVE SOUTH RICHFIELD, MN 55423
Telephone	6122911000
CIK	0000764478
Symbol	BBY
SIC Code	5731 - Radio, Television, and Consumer Electronics Stores
Industry	Retail (Technology)
Sector	Services
Fiscal Year	02/03

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Grafton Susan S <small>(Last) (First) (Middle)</small> 7601 PENN AVENUE S. <small>(Street)</small> RICHFIELD, MN 55423 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol BEST BUY CO INC [BBY] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/18/2012</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Cont. & Chief Acct. Off. 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	4/18/2012		A		1000.0000 (1)	A	\$0.0000	7942.7360	D	
Common Stock								3242.0000	I	401(k)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	\$22.0600	4/18/2012		A		3000.0000	4/18/2012 (2)	4/17/2022	Common Stock	3000.0000	\$0.0000	3000.0000	D	
Stock Option (Right to Buy)	\$35.6700						1/12/2011 (3)	1/11/2021	Common Stock	2500.0000		2500.0000	D	
Stock Option (Right to Buy)	\$39.7300						1/13/2010 (3)	1/12/2020	Common Stock	2402.0000		2402.0000	D	
Stock Option (Right to Buy)	\$24.1800						2/1/2012 (3)	1/31/2022	Common Stock	6250.0000		6250.0000	D	
Stock Option (Right to Buy)	\$29.7500						4/6/2011 (3)	4/5/2021	Common Stock	2500.0000		2500.0000	D	
Stock Option (Right to Buy)	\$44.2000						4/7/2010 (3)	4/6/2020	Common Stock	2402.0000		2402.0000	D	
Stock Option (Right to Buy)	\$31.5400						6/20/2011 (3)	6/19/2021	Common Stock	2657.0000		2657.0000	D	
Stock Option (Right to Buy)	\$32.9800						6/23/2009 (3)	6/22/2019	Common Stock	4803.0000		4803.0000	D	
Stock Option (Right to Buy)							6/23/2010		Common					

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
to Buy)	\$36.6300						(3)	6/22/2020	Stock	2500.0000		2500.0000	D	
Stock Option (Right to Buy)	\$41.1900						8/5/2008 (3)	8/4/2018	Common Stock	8500.0000		8500.0000	D	
Stock Option (Right to Buy)	\$37.5900						9/17/2009 (3)	9/16/2019	Common Stock	2402.0000		2402.0000	D	
Stock Option (Right to Buy)	\$38.3200						9/20/2010 (3)	9/19/2020	Common Stock	2500.0000		2500.0000	D	
Stock Option (Right to Buy)	\$24.1200						9/21/2011 (3)	9/20/2021	Common Stock	1329.0000		1329.0000	D	
Stock Option (Right to Buy)	\$36.7300						10/11/2004 (3)	10/10/2014	Common Stock	8978.0000		8978.0000	D	
Stock Option (Right to Buy)	\$47.8400						10/18/2007 (3)	10/17/2017	Common Stock	9145.0000		9145.0000	D	
Stock Option (Right to Buy)	\$55.4600						10/23/2006 (3)	10/22/2016	Common Stock	9055.0000		9055.0000	D	
Stock Option (Right to Buy)	\$26.8800						10/31/2008 (3)	10/30/2018	Common Stock	10410.0000		10410.0000	D	
Stock Option (Right to Buy)	\$39.5900						11/3/2003 (3)	11/2/2013	Common Stock	3000.0000		3000.0000	D	
Stock Option (Right to Buy)	\$46.8000						11/8/2005 (3)	11/7/2015	Common Stock	9312.0000		9312.0000	D	

Explanation of Responses:

- (1) Restricted shares that will vest in three equal annual installments beginning one year from the grant date (April 18, 2012).
- (2) The date indicated is the grant date and the options vest in three equal annual installments beginning one year from such date.
- (3) The date indicated is the grant date and the options vest in four equal annual installments beginning one year from such date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grafton Susan S 7601 PENN AVENUE S. RICHFIELD, MN 55423			SVP, Cont. & Chief Acct. Off.	

Signatures

/s/ Todd G. Hartman, Attorney-in-Fact

4/20/2012

** Signature of Reporting Person

Date

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

* 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).

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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