

# BEST BUY CO INC

Reported by  
**GRAFTON SUSAN S**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/15/08 for the Period Ending 08/14/08

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

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

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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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Grafton Susan S</b> <small>(Last) (First) (Middle)</small>  <b>7601 PENN AVENUE S.</b> <small>(Street)</small>  <b>RICHFIELD, MN 55423</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>BEST BUY CO INC [ BBY ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>8/14/2008</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>VP, Cont. &amp; Chief Acct. Off.</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> <b>X</b> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	8/14/2008		M		1600	A	\$19.11	3027.801	D	
Common Stock								2465	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 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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$19.11	8/14/2008		M			1600	1/16/2003 (I)	1/15/2013	Common Stock	1600	\$0	800	D	
Stock Option (Right to Buy)	\$34.18							4/11/2002 (I)	4/10/2012	Common Stock	5850		5850	D	
Stock Option (Right to Buy)	\$36.73							10/11/2004 (I)	10/10/2014	Common Stock	8978		8978	D	
Stock Option (Right to Buy)	\$39.59							11/3/2003 (I)	11/2/2013	Common Stock	3000		3000	D	
Stock Option (Right to Buy)	\$41.19							8/5/2008 (I)	8/4/2018	Common Stock	8500		8500	D	
Stock Option (Right to Buy)	\$46.8							11/8/2005 (I)	11/7/2015	Common Stock	9312		9312	D	
Stock Option (Right to Buy)	\$47.84							10/18/2007 (I)	10/17/2017	Common Stock	9145		9145	D	
Stock Option (Right to Buy)	\$55.46							10/23/2006 (I)	10/22/2016	Common Stock	9055		9055	D	

**Explanation of Responses:**

( 1) 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
<b>Grafton Susan S 7601 PENN AVENUE S. RICHFIELD, MN 55423</b>			<b>VP, Cont. &amp; Chief Acct. Off.</b>	

**Signatures**

/s/Lisa Beth Lentini, Attorney-in-Fact

8/15/2008

\*\* 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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