

JOYCE JOSEPH M  
Form 4/A  
April 12, 2007

**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 \*  
JOYCE JOSEPH 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)  
11/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/27/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SVP - General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/03/2006		M		1,096 <sup>(4)</sup>	A	\$ 0 22,000 <sup>(6)</sup> D
Common Stock	02/23/2007		F		359 <sup>(5)</sup>	D	\$ 52.43 21,641 <sup>(6)</sup> D
Common Stock							4,350 D <sup>(1)</sup>
Common Stock	02/23/2007		I		4,284	D	\$ 49.3 948 <sup>(3)</sup> I 401(k) Plan

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

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(9-02)

**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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 34.18					04/11/2002 <sup>(2)</sup> 04/10/2012	Common Stock	12,236
Stock Option (Right to Buy)	\$ 19.11					01/16/2003 <sup>(2)</sup> 01/15/2013	Common Stock	5,625
Stock Option (Right to Buy)	\$ 39.59					11/03/2003 <sup>(2)</sup> 11/02/2013	Common Stock	14,138
Stock Option (Right to Buy)	\$ 36.73					10/11/2004 <sup>(2)</sup> 10/10/2014	Common Stock	19,125
Stock Option (Right to Buy)	\$ 46.8					11/08/2005 <sup>(2)</sup> 11/07/2015	Common Stock	13,067
Stock Option (Right to Buy)	\$ 55.46					10/23/2006 <sup>(2)</sup> 10/22/2016	Common Stock	10,380

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOYCE JOSEPH M 7601 PENN AVENUE SOUTH RICHFIELD, MN 55423			SVP - General Counsel	

## Signatures

/s/ Lisa Beth Lentini Attorney-in-fact for Joseph M. Joyce	04/12/2007
__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 date indicated is the grant date and the options vest in four equal annual installments beginning one year from such date.  
Shares held in Best Buy Company Stock Fund as of February 22, 2007. The fund is one investment option in the company 401(k) Plan.
- (3) The increase in number of shares (to 5,232 prior to the divestiture) reflects periodic payroll acquisitions under the 401(k) Plan that are exempt under Rule 16b-3.
- (4) Vesting of restricted performance shares previously reported based upon the satisfaction of certain performance factors.
- (5) Shares automatically withheld upon vesting of restricted performance shares to satisfy tax withholding obligation.
- (6) The increase represents shares acquired in an exempt transaction under the company's Employee Stock Purchase Plan.

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.