

HOFF SUSAN S
Form 5
April 14, 2003

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| <p>FORM 5</p> <p>Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported</p> <p><input type="checkbox"/> Form 4 Transactions Reported</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . 1.0</p> |
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|--|--|---|---|-----------------------------------|------------------------------------|--|--|
| <p>1. Name and Address of Reporting Person</p> <p style="text-align: center;">Hoff Susan S.</p> <p>(Last) (First) (Middle)</p> <p style="text-align: center;">7601 Penn Avenue South</p> <p style="text-align: center;">(Street)</p> <p style="text-align: center;">Richfield MN 55423</p> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;">Best Buy Co., Inc. BBY</p> | <p>4. Statement for Month/Year</p> <p style="text-align: center;">4/14/2003</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 2px;"><input type="checkbox"/> Director</td> <td style="width: 50%; padding: 2px;"><input type="checkbox"/> 10% Owner</td> </tr> <tr> <td style="padding: 2px;"><input checked="" type="checkbox"/> Officer (give title below)</td> <td style="padding: 2px;"><input type="checkbox"/> Other (specify below)</td> </tr> </table> <p style="text-align: center;"><u>Senior Vice President - Public Affairs and Investor Relations Officer</u></p> | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | | | | | |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) | | | | | | |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | | | <p>5. If Amendment, Date of Original (Month/Year)</p> <p style="text-align: center;">/</p> | | | | |
| <p>7. Individual or Joint/Group Reporting (check applicable line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p> | | | | | | | |

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 at the end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|------------|-------|--|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| | | | | | | | | | |

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|--------------|---------|--|-------|---------|---|--|---------|---|---------------|
| Common Stock | | | | | | | 13,812 | D | |
| Common Stock | 5/21/02 | | J (1) | 450,000 | A | | 721,410 | I | By Trusts (2) |
| Common Stock | | | | | | | 1,494 | I | 401(k) |
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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|----------------------------|--|---|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$2.13 | | | | | | | 04/17/07 | Common Stock | 30,000 | | 30,000 | D | |
| Stock Option (Right to Buy) | \$11.46 | | | | | | | 04/23/08 | Common Stock | 45,000 | | 45,000 | D | |
| Stock Option (Right to Buy) | \$34.79 | | | | | | | 04/15/09 (3) | Common Stock | 11,250 | | 11,250 | D | |
| Stock Option (Right to Buy) | \$34.45 | | | | | | | 02/27/10 (3) | Common Stock | 4,500 | | 4,500 | D | |
| Stock Option (Right to Buy) | \$46.75 | | | | | | | 04/13/10 (3) | Common Stock | 33,750 | | 33,750 | D | |
| Stock Option (Right to Buy) | \$37.06 | | | | | | | 04/26/11 (3) | Common Stock | 32,625 | | 32,625 | D | |
| Stock Option (Right to Buy) | \$46.00 | | | | | | | 07/26/11 (3) | Common Stock | 5,625 | | 5,625 | D | |
| Stock Option (Right to Buy) | \$51.27 | | | | | | | 04/10/12 (3) | Common Stock | 32,625 | | 32,625 | D | |
| Stock Option (Right to Buy) | \$28.67 | | | | | | | 01/15/13 (3) | Common Stock | 15,000 | | 15,000 | D | |
| | | | | | | | | | | | | | | |

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Explanation of Responses:

(1) A remainder trust, of which the reporting person is the sole beneficiary, was established upon the termination, by its terms, of the grantor's previously established life income trust.

(2) Includes two trusts held for the benefit of the reporting person's children of which the reporting person is a co-trustee (250,000 shares), and a remainder trust of which the reporting person is the sole beneficiary (450,000 shares).

(3) Options vest in four equal annual installments beginning one year after the date of grant.

/s/ Nancy J. Wigchers

4/14/2003

** Signature of Reporting Person

Date

Nancy J. Wigchers

Attorney-in-fact

Susan S. Hoff

** 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 provided is insufficient, *see* Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/form5.htm>

Last update: 09/03/2002

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that I, Susan S. Hoff, hereby constitute and appoint Joseph M. Joyce, Nancy J. Wigehers, Mark Geldernick, and Joseph W. Wirth and each of them, my true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution for me and in my name, place and stead, to sign any reports on Form 4 (Statement of Changes in Beneficial Ownership of Securities) and Form 5 (Annual Statement of Changes in Beneficial Ownership) relating to transactions by me in Common Stock or other securities of Best Buy Co., Inc., and all amendments thereto, and to file the same, with the Securities and Exchange Commission and the New York Stock Exchange, Inc., granting unto said attorneys-in-fact and agents, and each of them, or their substitutes, full power and authority to do and perform each and every act and thing requisite or necessary to be done, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or their substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall be effective until such time as I deliver a written revocation thereof to my above-named attorneys-in-fact and agents.

Dated: August 22, 2002

/s/ Susan S. Hoff
Susan S. Hoff