

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 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | | | | [2 | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|----------------------------------|-------------------|--------------------------------------|--------------------------------|--|--|-----------|--|---|--------------------|------------------|---|---|---|---|--------------|--|
| Ballard Shari L | | | |] | BEST BUY CO INC [BBY] | | | | | | | | ,, | | | | |
| (Last) | (First) | (M | iddle) | 3 | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | Director10% Owner | | | | |
| 7601 PENN AVENUE S. | | | | | 3/13/2017 | | | | | | | " | Other (specify below) Pres, Multi-Channel, Retail | | | | |
| | (Stree | et) | | 4 | 1. If An | nendme | nt, Date | Orig | ginal File | ed (MM/D | D/YYY | YY) 6. Individual | or Joint/G | roup Filing | (Check Appl | icable Line) | |
| RICHFIELD, MN 55423 (City) (State) (Zip) | | | | | | | | | | | | X_Form filed l | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | | Table I | - Non-D | erivati | ive Secı | ırities A | cqu | ired, Di | sposed o | of, or l | Beneficially Own | ed | | | | |
| 1.Title of Security (Instr. 3) | | 2. 1 | Γrans. Date | 2A. Dec Executi Date, if | on (I | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5) | | ed (A) o | | | | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | Code | v | Amount | (A) or (D) | Price | ÷ | | | or Indirect (I) (Instr. 4) | | |
| Common Stock 3/13/2017 | | | /13/2017 | | A 33113.0000 A \$0.0000 98491.7640 | | | | D | | | | | | | | |
| Common Stock 3/13/2017 | | | /13/2017 | | | F | | 3832.0000 (2) D | | \$44.850 | 00 94 | 94659.7640 | | D | | | |
| | Tabl | e II - Der | ivative S | Securitie | s Bene | ficially | Owned (| (e.g | g. , puts, | calls, w | arran | ts, options, conve | rtible sec | urities) | | | |
| (Instr. 3) or E Pric Der | exercise exercise rivative | 3. Trans. Date | 3A. Deem Execution Date, if an | n (Instr. | ns. Code 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 6. Date Exercisable and Expiration Date | | Securi Deriva | e and Amount of ties Underlying attive Security 3 and 4) | | 9. Number of derivative Securities Beneficially Owned | Ownership Form of Derivative Security: | Beneficial | |
| Seco | urity | | | Cod | ode V | (A) | (D) | | ate xercisable | Expiration Date | | Amount or Number of Shares | | Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | | |

- 1) net earnings as of the end of any fiscal year during the term of the award (the 'Performance Condition'). Satisfaction of the Performance Condition was approved by the Compensation & Human Resources Committee of the Board of Directors on March 13, 2017. The restricted shares will vest in three equal annual installments beginning March 14, 2017.
- Shares automatically withheld upon vesting of restricted shares to satisfy tax withholding obligation.

Reporting Owners

| reporting owners | | | | | | | |
|--------------------------------|---------------|-----------|-----------------------------|-------|--|--|--|
| Panarting Owner Name / Address | Relationships | | | | | | |
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Ballard Shari L | | | | | | | |
| 7601 PENN AVENUE S. | | | Pres, Multi-Channel, Retail | | | | |
| RICHFIELD, MN 55423 | | | | | | | |

Signatures

/s/ Hannah G. Olson, Attorney-in-fact 3/15/2017 Date ** Signature of Reporting Person

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).

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

| Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. |
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