

LINENS N THINGS INC

Form 4

February 16, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GILES WILLIAM T

(Last) (First) (Middle)

**C/O LINENS 'N THINGS, INC., 6
BRIGHTON ROAD**

(Street)

CLIFTON, NJ 07015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LINENS N THINGS INC [LIN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Executive Vice President, CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/14/2006		D	13,087	D \$ 28 (1) 0	D	
Common Stock, par value \$0.01 per share	02/14/2006		D	7,500 (2)	D \$ 28 (1) 0	D	
Common Stock, par value \$0.01 per share	02/14/2006		D	25,000 (3)	D \$ 28 (1) 0	D	

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Common Stock, par value \$0.01 per share	02/14/2006	D	654 <u>(4)</u>	D	\$ 28 <u>(1)</u> 0	D	
Common Stock, par value \$0.01 per share	02/14/2006	D	7,437 <u>(5)</u>	D	\$ 28 <u>(1)</u> 0	I	Wife

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

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SEC 1474
(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. Pr Deriv Secu (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 25.02	02/14/2006		D	50,000	<u>(6)</u>	<u>(6)</u>	Common Stock	50,000	\$ 2.
Stock Options (Right to Buy)	\$ 27.58	02/14/2006		D	40,000	<u>(8)</u>	<u>(8)</u>	Common Stock	40,000	\$ 0.
Stock Options (Right to Buy)	\$ 23.54	02/14/2006		D	45,000	<u>(9)</u>	<u>(9)</u>	Common Stock	45,000	\$ 4.
Stock Options (Right to Buy)	\$ 18.81	02/14/2006		D	75,000	<u>(10)</u>	<u>(10)</u>	Common Stock	75,000	\$ 9.
Stock Options (Right to	\$ 21.44	02/14/2006		D	40,000	<u>(11)</u>	<u>(11)</u>	Common Stock	40,000	\$ 6.

Buy)

Stock

Options
(Right to
Buy)

\$ 31

02/14/2006

D

30,000

(12)(12)Common
Stock

30,000

\$ 0

Stock

Options
(Right to
Buy)

\$ 30.65

02/14/2006

D

25,000

(13)(13)Common
Stock

25,000

\$ 0

Stock

Options
(Right to
Buy)

\$ 17.44

02/14/2006

D

30,000

(14)(14)Common
Stock

30,000

\$ 1

Stock

Options
(Right to
Buy)

\$ 7.75

02/14/2006

D

10,000

(15)(15)Common
Stock

10,000

\$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILES WILLIAM T C/O LINENS 'N THINGS, INC. 6 BRIGHTON ROAD CLIFTON, NJ 07015			Executive Vice President, CFO	

Signatures

/s/ Brian D. Silva,
Attorney-in-Fact

02/16/2006

__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) Disposed of pursuant to the Agreement and Plan of Merger by and among Laundry Holding Co., Laundry Merger Sub Co. and the issuer, dated as of November 8, 2005 (the "Merger Agreement"), in exchange for \$28.00 for each share of common stock of the issuer (the "Linens Common Stock") held by the reporting person.
- (2) Represents restricted stock granted on May 1, 2003 that will vest on May 1, 2006.
- (3) Represents restricted stock units granted on November 19, 2004 which vest in annual one-quarter increments beginning on November 19, 2006.
- (4) Represents restricted stock units granted on March 15, 2005 which vest completely on March 15, 2007, subject to continued employment.
- (5) Mr. Giles disclaims beneficial ownership of the shares held by his wife, and this report should not be deemed an admission that the reporting person is the beneficial owner of his wife's shares for purposes of Section 16 or for any other purpose.

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- The options vest and are exercisable on and after December 31, 2004, provided that shares of Linens Common Stock acquired on exercise of this option may not be sold or otherwise disposed of except in one-third increments if, and at such point, over ten days (which need not be consecutive) in an established period of thirty days, the fair market value of Linens Common Stock is at or above \$30.02, \$33.03, and \$36.33, respectively. 100% of these option shares may be sold or otherwise disposed of beginning on and after November 30, 2011, except as provided in the Stock Option Agreement. The options expire on December 31, 2011 unless earlier terminated under the Stock Option Agreement.
- (6) Disposed of pursuant to the Merger Agreement in exchange for a cash payment equal to the product of (i) the number of shares of Linens Common Stock subject to the option multiplied by (ii) the excess, if any, of \$28.00 over the exercise price per share of Linens Common Stock under such option.
- (7) The options vest on December 31, 2003. Options may be exercised in 1/3 increments if, and at such point, over an established period of time measured as set forth in the option, the closing price of Linens Common Stock on the New York Stock Exchange is \$31.72, \$36.48, and \$39.08, respectively. 100% of the options become exercisable on October 20, 2010. The options expire on November 20, 2010.
- (8) The options become exercisable in 1/3 increments if, and at such point, over an established period of time measured as set forth in the option, the closing price of Linens Common Stock on the New York Stock Exchange is \$26.50, \$30.50, and \$35.00, respectively. 100% of the stock will automatically vest on August 5, 2009. The options expire on November 5, 2009.
- (9) Options are exercisable in one-third increments on October 19, 2003, October 19, 2004 and October 19, 2005. Options expire on October 19, 2011.
- (10) Options are exercisable in 25% increments on October 12, 2001, October 12, 2002, October 12, 2003 and October 12, 2004. Options expire on October 12, 2010.
- (11) Options are exercisable in one-third increments on November 25, 2002, November 25, 2003 and November 25, 2004. Options expire on November 26, 2009.
- (12) Options are exercisable in one-third increments on November 24, 2001, November 24, 2002 and November 24, 2003. Options expire on November 25, 2008.
- (13) Options are exercisable in 25% increments on November 26, 1998, November 26, 1999, November 26, 2000 and November 26, 2001. Options expire on November 26, 2007.
- (14) All options are presently exercisable. Options expire on November 26, 2006.
- (15)

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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