LINENS N THINGS INC

Form 4

February 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person
COMPTON HAROLD F

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

02/14/2006

LINENS N THINGS INC [LIN]

(Check all applicable)

(First) (Last)

(Middle)

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

_X__ Director Officer (give title

10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

CLIFTON, NJ 07012

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	02/14/2006		D	7,045	D	\$ 28 (1)	0	D	
Common Stock, par value \$0.01 per share	02/14/2006		D	700 (2)	D	\$ 28 (1)	0	D	

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

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(9-02)

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displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number conf 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 Deriva Securit (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 23.76	02/14/2006		D	4,000	<u>(3)</u>	(3)	Common Stock	4,000	\$ 4.24
Stock Options (Right to Buy)	\$ 31.07	02/14/2006		D	4,000	<u>(5)</u>	<u>(5)</u>	Common Stock	4,000	\$0,
Stock Options (Right to Buy)	\$ 20.85	02/14/2006		D	4,000	<u>(6)</u>	<u>(6)</u>	Common Stock	4,000	\$ 7.15
Stock Options (Right to Buy)	\$ 35.95	02/14/2006		D	4,000	<u>(7)</u>	<u>(7)</u>	Common Stock	4,000	\$ 0
Stock Options (Right to Buy)	\$ 27.79	02/14/2006		D	2,000	<u>(8)</u>	<u>(8)</u>	Common Stock	2,000	\$ 0.21
Stock Options (Right to Buy)	\$ 29.84	02/14/2006		D	2,000	<u>(9)</u>	<u>(9)</u>	Common Stock	2,000	\$ 0
Stock Options (Right to Buy)	\$ 44.69	02/14/2006		D	2,000	(10)	(10)	Common Stock	2,000	\$ 0
,	\$ 31.42	02/14/2006		D	2,000	<u>(11)</u>	(11)		2,000	\$0

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Stock Options (Right to Buy)							Common Stock		
Stock Options (Right to Buy)	\$ 25.55	02/14/2006	D	6,000	(12)	(12)	Common Stock	6,000	\$ 2.45

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

COMPTON HAROLD F

C/O LINENS 'N THINGS INC

C/O LINENS 'N THINGS, INC. 6 BRIGHTON ROAD CLIFTON, NJ 07012

X

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).
- 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 units granted May 5, 2005 that will vest on May 6, 2006.
- (3) Options are exercisable in one-third increments on May 5, 2006, May 5, 2007 and May 5, 2008. Options expire on May 5, 2012.
 - Disposed of pursuant to the Merger Agreement in exchange for a cash payment equal to the product of (i) the number of shares of
- (4) 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.
- (5) Options are exercisable in one-third increments on May 6, 2005, May 6, 2006 and May 7, 2007. Options expire on May 6, 2011.
- (6) Options are exercisable in one-third increments on May 1, 2004, May 1, 2005 and May 1, 2006. Options expire on May 9, 2010.
- (7) Options are exercisable in one-third increments on May 9, 2003, May 9, 2004 and May 9, 2005. Options expire on May 9, 2012.
- (8) Options are exercisable in one-third increments on May 2, 2002, May 2, 2003 and May 2, 2004. Options expire on May 2, 2011.
- (9) Options are exercisable in one-third increments on May 10, 2001, May 10, 2002 and May 10, 2003. Options expire on May 10, 2010.
- (10) Options are exercisable in one-third increments on April 21, 2000, April 21, 2001 and April 21, 2002. Options expire on April 21, 2009.
- (11) Options are exercisable in one-third increments on May 5, 1999, May 5, 2000 and May 5, 2001. Options expire on May 5, 2008.
- Options are exercisable in one-third increments on March 16, 1999, March 16, 2000, and March 16, 2001. Options expire on March 16, 2008

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.

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