

LINENS N THINGS INC  
 Form 4  
 February 16, 2006

**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 \*  
**CODER F DAVID**

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

**Sr. V. P., Store Operations**

6. Individual or Joint/Group Filing(Check Applicable Line)

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 (A) or (D) Price		
Common Stock, par value \$0.01 per share	02/14/2006		D		358 <sup>(1)</sup> D \$ 28 <sub>(2)</sub> 0	D	

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

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SEC 1474 (9-02)

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**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 Underlying Security (Instr. 3 and 4)
				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>(3)</u>	<u>(3)</u>	Common Stock	50,000 \$ 2.
Stock Options (Right to Buy)	\$ 27.58	02/14/2006		D	50,000	<u>(5)</u>	<u>(5)</u>	Common Stock	50,000 \$ 0.
Stock Options (Right to Buy)	\$ 23.54	02/14/2006		D	30,000	<u>(6)</u>	<u>(6)</u>	Common Stock	30,000 \$ 4.
Stock Options (Right to Buy)	\$ 23.54	02/14/2006		D	10,000	<u>(7)</u>	<u>(7)</u>	Common Stock	10,000 \$ 4.
Stock Options (Right to Buy)	\$ 18.81	02/14/2006		D	7,500	<u>(8)</u>	<u>(8)</u>	Common Stock	7,500 \$ 9.
Stock Options (Right to Buy)	\$ 21.44	02/14/2006		D	10,000	<u>(9)</u>	<u>(9)</u>	Common Stock	10,000 \$ 6.
Stock Options (Right to Buy)	\$ 31	02/14/2006		D	10,000	<u>(10)</u>	<u>(10)</u>	Common Stock	10,000 \$ 0
Stock Options (Right to Buy)	\$ 30.65	02/14/2006		D	10,000	<u>(11)</u>	<u>(11)</u>	Common Stock	10,000 \$ 0
	\$ 30.65	02/14/2006		D	5,000	<u>(12)</u>	<u>(12)</u>		5,000 \$ 0



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Options are exercisable in one-third increments on November 25, 2002, November 25, 2003 and November 25, 2004. Options expire on November 26, 2009.

(11) Options are exercisable in one-third increments on November 24, 2001, November 24, 2002 and November 24, 2003. Options expire November 25, 2008.

(12) All options are presently exercisable. Options expire November 25, 2008.

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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