

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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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 *
GOLDSTEIN STANLEY P

(Last) (First) (Middle)

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

(Street)

CLIFTON, NJ 07012

(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)

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)
				(A) or (D) Price			
Common Stock, par value \$0.01 per share	02/14/2006		D	21,652	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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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)	
				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>	<u>(3)</u>	Common Stock	4,000
Stock Options (Right to Buy)	\$ 31.07	02/14/2006		D	4,000	<u>(5)</u>	<u>(5)</u>	Common Stock	4,000
Stock Options (Right to Buy)	\$ 20.85	02/14/2006		D	4,000	<u>(6)</u>	<u>(6)</u>	Common Stock	4,000
Stock Options (Right to Buy)	\$ 35.95	02/14/2006		D	4,000	<u>(7)</u>	<u>(7)</u>	Common Stock	4,000
Stock Options (Right to Buy)	\$ 27.79	02/14/2006		D	2,000	<u>(8)</u>	<u>(8)</u>	Common Stock	2,000
Stock Options (Right to Buy)	\$ 29.84	02/14/2006		D	2,000	<u>(9)</u>	<u>(9)</u>	Common Stock	2,000
Stock Options (Right to Buy)	\$ 44.69	02/14/2006		D	2,000	<u>(10)</u>	<u>(10)</u>	Common Stock	2,000
Stock Options (Right to Buy)	\$ 31.42	02/14/2006		D	2,000	<u>(11)</u>	<u>(11)</u>	Common Stock	2,000
	\$ 11.91	02/14/2006		D	1,400	<u>(12)</u>	<u>(12)</u>		1,400

Stock Options (Right to Buy)							Common Stock	
Stock Options (Right to Buy)	\$ 7.75	02/14/2006	D	14,000	(13)	(13)	Common Stock	14,000
Phantom Stock	(14)	02/14/2006	I	4,063.3094	(14)	(14)	Common Stock	4,063.3094

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTEIN STANLEY P 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).
- (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 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.
 - (4) 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.
 - (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 1, 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.
 - (12) Options are exercisable in 25% increments on May 6, 1998, May 6, 1999, May 6, 2000 and May 6, 2001. Options expire on May 6, 2007.

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- (13) Options are exercisable in 25% increments on November 26, 1997, November 26, 1998, November 26, 1999 and November 26, 2000. Options expire on November 26, 2006.

Each share of phantom stock entitled the reporting person to receive, on February 14, 2006, the cash value of one share of Linens

- (14) Common Stock, which was \$28 per share. Prior to payment, the reporting person had the right to transfer the value of his phantom stock account into an alternative investment vehicle.

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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