

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 \*  
COMPTON HAROLD F

(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			
				Code	V	Amount		
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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474  
(9-02)

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. 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 or Derivative Security (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	\$ 4.2
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	\$ 0.2
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	<u>(10)</u>	<u>(10)</u>	Common Stock	2,000	\$ 0
	\$ 31.42	02/14/2006		D	2,000	<u>(11)</u>	<u>(11)</u>		2,000	\$ 0

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	\$ 2.4	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMPTON HAROLD F C/O LINENS 'N THINGS, INC. 6 BRIGHTON ROAD CLIFTON, NJ 07012	X			

## Signatures

/s/ Brian D. Silva, Attorney-in-Fact  
Date: 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 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.
  - (12) 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.