

LINENS N THINGS INC
Form 4
February 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HANDEL MORTON E

(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	6,003	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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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 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	(3)	(3)	Common Stock	4,000	\$ 4.2
Stock Options (Right to Buy)	\$ 31.07	02/14/2006		D	4,000	(5)	(5)	Common Stock	4,000	\$ 0
Stock Options (Right to Buy)	\$ 20.85	02/14/2006		D	4,000	(6)	(6)	Common Stock	4,000	\$ 7.1
Stock Options (Right to Buy)	\$ 35.95	02/14/2006		D	4,000	(7)	(7)	Common Stock	4,000	\$ 0
Stock Options (Right to Buy)	\$ 27.79	02/14/2006		D	2,000	(8)	(8)	Common Stock	2,000	\$ 0.2
Stock Options (Right to Buy)	\$ 26.88	02/14/2006		D	6,000	(9)	(9)	Common Stock	6,000	\$ 1.1

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Signatures

/s/ Brian D. Silva, 02/16/2006
Attorney-in-Fact

__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.
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
 - (4) 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 31, 2001, May 31, 2002 and May 31, 2003. Options expire on May 31, 2010.

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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