Gilmartin Jane F Form 4 December 02, 2005

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

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)

(Last)

(City)

1. Name and Address of Reporting Person * Gilmartin Jane F

(First) (Middle)

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

(Street)

(State)

CLIFTON, NJ 07015

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

LINENS N THINGS INC [LIN]

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

11/30/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below)

Executive Vice President, CMO

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

(I) (Instr. 4) Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

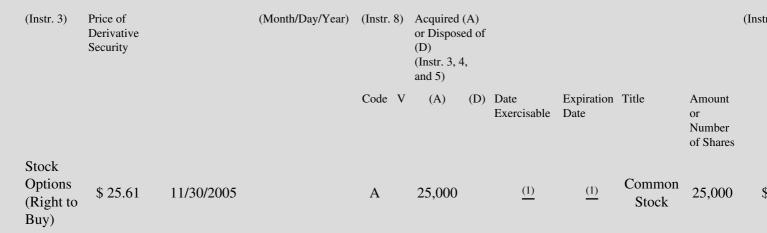
7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

1

Deri

Secu

Edgar Filing: Gilmartin Jane F - Form 4



Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gilmartin Jane F C/O LINENS 'N THINGS, INC. 6 BRIGHTON ROAD CLIFTON, NJ 07015

Executive Vice President, CMO

Signatures

/s/ Brian D. 12/02/2005 Silva

**Signature of Date Reporting Person

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).

The options vest and are exercisable on and after December 31, 2005, provided that shares of common stock acquired on exercise of this option may not be sold or otherwise disposed of except in one-third increments if, and at such point, over ten days (which need not be consecutive) in an established period of thirty days, the fair market value of the Company's common stock is at or above \$30.73, \$33.81, and \$37.19, respectively. 100% of these option shares may be sold or otherwise disposed of beginning on and after November 30, 2012, except as provided in the Stock Option Agreement. The options expire on December 31, 2012 unless earlier terminated under the Stock Option Agreement.

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.

Reporting Owners 2