LINENS N THINGS INC
Form 4
February 16, 2006

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAMERSCHEN ROBERT

(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)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	02/14/2006		D		7,782	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)		8. Price Deriva Securit (Instr.
				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	$ 4.24
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	$ 7.15
Stock Options (Right to Buy)	$ 23.39	02/14/2006		D			6,000	(7)	(7)	Common Stock	6,000	$ 4.61

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAMERSCHEN ROBERT 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 February 11, 2004, February 11, 2005 and February 11, 2006. Options expire on February 11, 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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