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LINENS N THINGS INC
Form 11-K
June 27, 2005

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

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934 [NO FEE REQUIRED].

For the Fiscal year ended December 31, 2004

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 [NO FEE REQUIRED].

For the transition period from _____ to _____.

Commission file number 1-12381

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below:

LINENS 'N THINGS, INC.
401(k) PLAN

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

LINENS 'N THINGS, INC.
6 BRIGHTON ROAD
CLIFTON, NJ 07015

LINENS 'N THINGS, INC.
401(k) PLAN

FINANCIAL STATEMENTS
December 31, 2004 and 2003

LINENS 'N THINGS, INC. 401(k) PLAN
Clifton, New Jersey

FINANCIAL STATEMENTS
December 31, 2004 and 2003

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 FIRM - CROWE CHIZEK AND COMPANY LLC

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Plan Administrator
Linens 'n Things, Inc. 401(k) Plan
Clifton, New Jersey

We have audited the accompanying statements of net assets available for benefits of Linens 'n Things, Inc. 401(k) Plan (the Plan) as of December 31, 2004 and 2003, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2004 and 2003, and the changes in net assets available for benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4i -

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Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic 2004 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2004 financial statements taken as a whole.

/s/ Crowe Chizek and Company LLC

Oak Brook, Illinois
May 26, 2005

1.

LINENS 'N THINGS, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2004 and 2003

| | 2004 | 2003 |
|-----------------------------------|---------------|---------------|
| | ---- | ---- |
| ASSETS | | |
| Investments (Note 3) | \$ 48,978,126 | \$ 42,106,933 |
| Cash | 9,393 | - |
| Accrued interest | 150 | 81 |
| | ----- | ----- |
| TOTAL ASSETS | 48,987,669 | 42,107,014 |
| | ----- | ----- |
| LIABILITIES | | |
| Amount due broker | 21,104 | - |
| | ----- | ----- |
| NET ASSETS AVAILABLE FOR BENEFITS | \$ 48,966,565 | \$ 42,107,014 |
| | ===== | ===== |

See accompanying notes to financial statements.

2.

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LINENS 'N THINGS, INC. 401(k) PLAN
 STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
 Years ended December 31, 2004 and 2003

| | 2004 | 2003 |
|-----------------------------------------------|---------------|---------------|
| | ---- | ---- |
| ----- | | |
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income | | |
| Net appreciation in fair value | | |
| of investments (Note 3) | \$ 2,327,204 | \$ 6,549,855 |
| Interest and dividends | 1,408,126 | 893,793 |
| | ----- | ----- |
| | 3,735,330 | 7,443,648 |
| | ----- | ----- |
| Contributions | | |
| Employer | 1,373,647 | 1,111,478 |
| Participant | 5,071,109 | 4,295,208 |
| Rollovers | 622,379 | 248,661 |
| | ----- | ----- |
| | 7,067,135 | 5,655,347 |
| | ----- | ----- |
| Total additions | 10,802,465 | 13,098,995 |
| | ----- | ----- |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits and withdrawals paid to participants | 3,900,315 | 2,891,005 |
| Administrative expenses | 42,599 | 31,362 |
| | ----- | ----- |
| Total deductions | 3,942,914 | 2,922,367 |
| | ----- | ----- |
| NET INCREASE | 6,859,551 | 10,176,628 |
| NET ASSETS AVAILABLE FOR BENEFITS | | |
| Beginning of year | 42,107,014 | 31,930,386 |
| | ----- | ----- |
| End of year | \$ 48,966,565 | \$ 42,107,014 |
| | ===== | ===== |
| ----- | | |

See accompanying notes to financial statements.

3.

LINENS 'N THINGS, INC. 401(k) PLAN
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2004 and 2003

NOTE 1 - DESCRIPTION OF PLAN

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The following description of the Linens 'n Things, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL: The Plan is a participant-directed, defined contribution plan established by Linens 'n Things, Inc. (the "Company" or "Plan Sponsor") as of December 1, 1996. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The general administration of the Plan and the responsibility for carrying out the provisions of the Plan are maintained by a committee (the "Administrative Committee") appointed by Linens 'n Things, Inc. In accordance with the provisions of the Plan, the Administrative Committee is also the Administrator. Fidelity Management Trust Company ("Fidelity") is the trustee of the Plan.

ELIGIBILITY: The Plan allows employees to become eligible to participate at the beginning of the first payroll period of the first month following the completion of eleven months of service with no age requirement or minimum hours worked.

CONTRIBUTIONS: Each year, participants may contribute up to 60% of pretax annual eligible compensation, as defined in the Plan, not to exceed the applicable dollar limit established by the Internal Revenue Service (the "IRS") each year. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. In addition, the Plan allows elective deferral contributions in excess of legal limits under Internal Revenue Code Section 414(v) for those participants who have attained age 50 by the close of the Plan year. Participants direct the investment of their contributions into various investment options offered by the Plan, including common stock of the Company. Employer matching contributions are equal to 50% of the first 4% of eligible compensation that a participant contributes to the Plan. Employer matching contributions are subject to certain limitations as specified in the plan document and the Internal Revenue Code (the "IRC").

PARTICIPANT ACCOUNTS: Each participant's account is credited with the participant's contribution, employer matching contribution and allocations of investment income or loss. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

RETIREMENT, DEATH AND DISABILITY: Upon death, disability or meeting the retirement requirements, a participant's account balance will automatically become 100% vested.

(Continued)

4.

LINENS 'N THINGS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 1 - DESCRIPTION OF PLAN (Continued)

VESTING: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the employer's matching contribution plus earnings thereon is based on years of continuous service, as defined in the Plan. A participant is 100% vested after three years of credited service.

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FORFEITURES: Upon a participant's termination date, and prior to the time the participant becomes vested in his or her account, the non-vested portion, if any, shall be forfeited. These accounts will be used to restore amounts previously forfeited by participants but required to be reinstated upon resumption of employment, to pay administrative expenses, or to reduce employer contributions. During the years ended December 31, 2004 and 2003, forfeited nonvested accounts of \$40,265 and \$53,540, respectively, were used to reduce employer contributions. At December 31, 2004, forfeited accounts totaled \$42,447, which is available to reduce future employer contributions to the Plan.

PAYMENT OF BENEFITS: Upon reaching normal retirement age (age 65 or age 55 with 10 years of credited service, as defined in the Plan) or upon permanent disability, all vested amounts credited to a participant's account become distributable. Distributions will be made as soon as administratively feasible, following a participant's request, and will be made in a lump-sum cash payment.

Upon a participant's death, the participant's beneficiary is entitled to 100% of the participant's vested account balance.

Upon termination of service, other than for normal retirement or death, the Administrator will direct the Trustee or new Trustee to pay to the participant his or her benefit in an immediate lump sum or deferred lump sum if certain criteria are met.

LOAN PROVISIONS: Under the terms of the Plan, participants may obtain loans from the Plan, utilizing funds accumulated in their accounts. The minimum amount which may be borrowed is \$1,000. Participants can borrow up to a maximum of 50% of their vested account balance but not more than \$50,000, less their highest outstanding loan balance during the previous 12 months. The Plan charges a fixed rate of interest, which is 1% above the prime rate, adjusted quarterly.

The loans are repaid through after-tax payroll deductions. The loan repayments and interest earned are allocated to each of the investment funds based upon the participant's contribution election percentages. The term of the loan is arrived at by mutual agreement between the Administrative Committee and the participant, but may not exceed five years unless the loan is to be used in conjunction with the purchase of the principal residence of the participant, in which case the loan may not exceed 25 years.

(Continued)

5.

LINENS 'N THINGS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

INVESTMENT VALUATION AND INCOME RECOGNITION: The Plan's investments are stated at fair value. Quoted market prices are used to value investments in common stock and mutual funds. Shares of common collective trust funds are valued at the net asset value of shares held by the Plan at year-end. Participant loans are reported at cost which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

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BASIS OF ACCOUNTING: The financial statements are prepared on the accrual basis of accounting and present the net assets available for plan benefits of the Plan and the changes in those net assets in conformity with U.S. generally accepted accounting principles.

ESTIMATES: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates.

RISKS AND UNCERTAINTIES: The Plan offers a number of investment options including Linens 'n Things, Inc. common stock and a variety of investment funds, some of which are mutual funds and common collective trust funds. The funds include U.S. equities, international equities, and fixed income securities. Investment securities, in general, are exposed to various risks, such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments, with the exception of the Linens 'n Things Company Stock Fund, which principally invests in a single security.

PAYMENT OF BENEFITS: Benefits paid to participants are recorded when paid.

ADMINISTRATIVE EXPENSES: Most administrative expenses are paid by the Plan Sponsor.

(Continued)

6.

LINENS 'N THINGS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 3 - INVESTMENTS

At December 31, 2004 and 2003, the Plan's assets were allocated among various investment funds administered by independent investment managers.

The following presents investments that represent 5% or more of the Plan's net assets in 2004 or 2003:

2004

2003

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| | | |
|-------------------------------------------------------------------------------------------------------------------------------|---------------|--------------|
| Fidelity Managed Income Portfolio Fund | \$ 10,286,376 | \$ 9,941,502 |
| Fidelity Equity-Income II Fund | 9,406,952 | 8,749,906 |
| Fidelity Freedom 2010 Fund | 5,307,276 | 4,994,744 |
| Fidelity Growth Company Fund | 4,489,527 | 3,361,228 |
| Fidelity Diversified International Fund | 3,306,465 | 2,552,931 |
| Fidelity Low Priced Stock | 3,106,900 | 2,197,091 |
| Linens 'n Things Common Stock, 84,112 shares and 74,502 shares at December 31, 2004 and December 31, 2003, respectively | 2,085,978 | 2,241,020 |

During 2004 and 2003, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$2,327,204 and \$6,549,855, respectively, as follows:

| | 2004 ---- | 2003 ---- |
|-----------------------------------------------|--------------|--------------|
| Mutual funds | \$ 2,732,405 | \$ 5,940,085 |
| Linens 'n Things, Inc. Common Stock | (405,201) | 609,770 |
| | ----- | ----- |
| Net appreciation in fair value of investments | \$ 2,327,204 | \$ 6,549,855 |
| | ===== | ===== |

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Company were to terminate the Plan, all participants in the Plan would become fully vested.

(Continued)

7.

LINENS 'N THINGS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 5 - PARTIES-IN-INTEREST

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer and certain others. Certain investments of the Plan are shares of mutual funds advised by Fidelity Investments, an affiliate of Fidelity Management Trust Company. Fidelity is the Plan trustee and, therefore, these transactions and the Plan's payment of trustee fees to Fidelity qualify as party-in-interest transactions. Another investment in the Plan is an investment fund comprised primarily of shares of common stock issued by Linens 'n Things, Inc., which qualifies as a party-in-interest investment. Participant loan transactions and investments are also party-in-interest transactions.

NOTE 6 - INCOME TAX STATUS

The IRS has determined and informed the prototype plan sponsor by letter dated December 5, 2001, that the prototype Plan as then designed and related trust was

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in compliance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2004 and 2003 to the Form 5500:

| | 2004 | |
|----------------------------------------------------------------------------------------------------------------------------------|---------------|----|
| | ---- | |
| Net assets available for benefits per the financial statements | \$ 48,966,565 | \$ |
| Market value of deemed distributed participant loans for which there has been no post-default payment activity as of December 31 | (4,869) | |
| | ----- | |
| Net assets available for benefits per the Form 5500 | \$ 48,961,696 | \$ |
| | ===== | = |

(Continued)

8.

LINENS 'N THINGS, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2004 and 2003

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of benefits paid to participants per the financial statements to benefits paid to participants per Form 5500:

| | 2004 | 2003 |
|--------------------------------------------------------------------------------------------|--------------|--------------|
| | ---- | ---- |
| Benefits paid to participants per the financial statements | \$ 3,900,315 | \$ 2,891,005 |
| Participant loans defaulted and deemed distributed during the indicated period | 14,114 | 52,525 |
| Participant loans previously defaulted in which deemed distribution was cancelled due to - | | |
| post-default payment activity | (14,701) | (43,345) |
| recognition of an actual distribution | (12,374) | (13,370) |
| | ----- | ----- |
| Benefits paid to participants per the Form 5500 | \$ 3,887,354 | \$ 2,886,815 |
| | ===== | ===== |

(Continued)

9.

SUPPLEMENTAL SCHEDULE

LINENS 'N THINGS, INC. 401(k) PLAN
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2004

Name of Plan Sponsor: Linens 'n Things, Inc.
 Employer Identification Number: 22-3463939
 Three-Digit Plan Number: 001

| (A) | (B) IDENTITY OF ISSUE OR BORROWER | (C) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE | NUMBER OF UNITS | (D) COST | CUR V |
|-----|--------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------|-------------|----------|
| * | Fidelity | Aggressive Growth Fund | 5,862 | # | 97 |
| * | Fidelity | Aggressive International Fund | 666 | # | 11 |
| * | Fidelity | Asset Manager Fund | 1,166 | # | 18 |
| * | Fidelity | Asset Manager Income Fund | 131 | # | 1 |
| * | Fidelity | Asset Manager: Aggressive Fund | 1,175 | # | 13 |
| * | Fidelity | Asset Manager: Growth Fund | 1,968 | # | 29 |
| * | Fidelity | Balanced Fund | 2,608 | # | 46 |
| * | Fidelity | Blue Chip Growth Fund | 1,881 | # | 78 |
| * | Fidelity | Blue Chip Value Fund | 559 | # | 7 |
| * | Fidelity | Canada Fund | 1,467 | # | 49 |
| * | Fidelity | Cap Apprec Fund | 5,210 | # | 135 |
| * | Fidelity | Capital and Income Fund | 10,341 | # | 87 |
| * | Fidelity | Contrafund | 586 | # | 33 |
| * | Fidelity | Conv Sec Fund | 787 | # | 16 |
| * | Fidelity | Disciplined Equity Fund | 87 | # | 2 |

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| | | | | | |
|---|----------|----------------------------------|---------|---|-------|
| * | Fidelity | Diversified International Fund | 115,449 | # | 3,306 |
| * | Fidelity | Dividend Growth Fund | 3,241 | # | 92 |
| * | Fidelity | Emerging Markets Fund | 1,970 | # | 25 |
| * | Fidelity | Equity-Income Fund | 1,706 | # | 90 |
| * | Fidelity | Equity-Income Fund II | 391,793 | # | 9,406 |
| * | Fidelity | Europe Capital Appreciation Fund | 190 | # | 4 |
| * | Fidelity | Europe Fund | 141 | # | 4 |
| * | Fidelity | Export and Multinational Fund | 4,351 | # | 85 |
| * | Fidelity | Fidelity Fund | 1,577 | # | 47 |
| * | Fidelity | Fifty Fund | 4,897 | # | 101 |

* Party-in-interest as defined by ERISA.

All investments are participant directed; therefore, cost information is not required.

(Continued)

10.

LINENS 'N THINGS, INC. 401(k) PLAN
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2004

Name of Plan Sponsor: Linens 'n Things, Inc.
 Employer Identification Number: 22-3463939
 Three-Digit Plan Number: 001

| (A) | (B) IDENTITY OF ISSUE OR BORROWER | (C) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE | NUMBER OF UNITS | (D) COST |
|-----|--------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------|-------------|
| * | Fidelity | Focused Stock Fund | 1 | # |
| * | Fidelity | Freedom 2000 Fund | 8,039 | # |
| * | Fidelity | Freedom 2010 Fund | 389,668 | # |
| * | Fidelity | Freedom 2020 Fund | 58,319 | # |
| * | Fidelity | Freedom 2025 Fund | 193 | # |
| * | Fidelity | Freedom 2030 Fund | 42,986 | # |
| * | Fidelity | Freedom 2035 Fund | 172 | # |
| * | Fidelity | Freedom 2040 Fund | 26,712 | # |
| * | Fidelity | Freedom Income Fund | 10,760 | # |
| * | Fidelity | Ginnie Mae Fund | 5,114 | # |
| * | Fidelity | Global Balance Fund | 22 | # |
| * | Fidelity | Government Income Fund | 5,884 | # |
| * | Fidelity | Growth Company Fund | 80,070 | # |
| * | Fidelity | Independence Fund | 2,099 | # |
| * | Fidelity | Inflation-Protected Bond Fund | 871 | # |
| * | Fidelity | Institutional Short Intermediate Government Fund | 2,191 | # |
| * | Fidelity | Intermediate Bond Fund | 5,216 | # |

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| | | | | | |
|---|----------|-------------------------------------|------------|---|----|
| * | Fidelity | Intermediate Government Income Fund | 18 | # | |
| * | Fidelity | Int'l Discovery Fund | 532 | # | |
| * | Fidelity | Intl Small Cap Fund | 5,346 | # | |
| * | Fidelity | Investment Grade Bond Fund | 1,811 | # | |
| * | Fidelity | Japan Fund | 47 | # | |
| * | Fidelity | Large-Cap Stock Fund | 4,431 | # | |
| * | Fidelity | Latin America Fund | 606 | # | |
| * | Fidelity | Leveraged Company Stock Fund | 1,656 | # | |
| * | Fidelity | Low Priced Stock Fund | 77,190 | # | 3 |
| * | Fidelity | Managed Income Portfolio | 10,286,376 | # | 10 |

* Party-in-interest as defined by ERISA.

All investments are participant directed; therefore, cost information is not required.

(Continued)

11.

LINENS 'N THINGS, INC. 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2004

Name of Plan Sponsor: Linens 'n Things, Inc.

Employer Identification Number: 22-3463939

Three-Digit Plan Number: 001

| (A) | (B) IDENTITY OF ISSUE OR BORROWER | (C) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE | NUMBER OF UNITS | (D) COST | |
|-----|--------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------|-------------|---|
| --- | ----- | ----- | ----- | ---- | |
| * | Fidelity | Mid-Cap Stock Fund | 3,827 | # | |
| * | Fidelity | Mortgage Securities Fund | 166 | # | |
| * | Fidelity | NASDAQ Composite Index Fund | 85 | # | |
| * | Fidelity | New Markets Income Fund | 8,567 | # | 1 |
| * | Fidelity | OTC Portfolio Fund | 24,548 | # | 8 |
| * | Fidelity | Overseas Fund | 240 | # | |
| * | Fidelity | Pacific Basin Fund | 740 | # | |
| * | Fidelity | Puritan Fund | 1,353 | # | |
| * | Fidelity | Real Estate Fund | 13,144 | # | 3 |
| * | Fidelity | Real Estate Income Fund | 67 | # | |
| * | Fidelity | Retirement Government Money Market Portfolio | 49,736 | # | |
| * | Fidelity | Retirement Money Market Portfolio | 225,475 | # | 2 |
| * | Fidelity | SE Asia Fund | 215 | # | |
| * | Fidelity | Short Term Bond Fund | 624 | # | |
| * | Fidelity | Small-Cap Independent Fund | 1,698 | # | |
| * | Fidelity | Small-Cap Retirement Portfolio | 2,955 | # | |
| * | Fidelity | Small-Cap Stock Fund | 8,691 | # | 1 |
| * | Fidelity | Strategic Income Fund | 1,061 | # | |

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| | | | | |
|---|----------|------------------------------|-------|---|
| * | Fidelity | Strong Large Cap Growth Fund | 1,058 | # |
| * | Fidelity | Strong Large Cap Value Fund | 2,425 | # |
| * | Fidelity | Strong Mid Cap Growth Fund | 489 | # |
| * | Fidelity | Strong Mid Cap Value Fund | 1,428 | # |
| * | Fidelity | Total Bond Fund | 887 | # |
| * | Fidelity | Trend Fund | 177 | # |
| * | Fidelity | U.S. Bond Index Fund | 4,142 | # |
| * | Fidelity | Utilities Fund | 294 | # |
| * | Fidelity | Value Fund | 3,269 | # |
| * | Fidelity | Value Strategies Fund | 23 | # |

* Party-in-interest as defined by ERISA.

All investments are participant directed; therefore, cost information is not required.

(Continued)

12.

LINENS 'N THINGS, INC. 401(k) PLAN
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2004

Name of Plan Sponsor: Linens 'n Things, Inc.
 Employer Identification Number: 22-3463939
 Three-Digit Plan Number: 001

| (A) | (B) IDENTITY OF ISSUE OR BORROWER | (C) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE | NUMBER OF UNITS | (D) COST |
|-----|--------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------|-------------|
| * | Fidelity | Worldwide Fund | 402 | # |
| * | Spartan | Spartan Total Market Index Fund | 866 | # |
| * | Spartan | Spartan U.S. Equity Index Fund | 49,513 | # |
| * | Spartan | Total Market Index Fund | 3 | # |
| | AIM | Balanced Fund A | 56 | # |
| | AIM | Basic Value Fund A | 26 | # |
| | AIM | Blue Chip Fund A | 15 | # |
| | AIM | Constellation Fund A | 46 | # |
| | AIM | Core Stock Fund | 115 | # |
| | AIM | Dynamics Fund | 43 | # |
| | AIM | Global Aggressive Growth Fund A | 684 | # |
| | AIM | Mid Cap Core Equity Fund A | 23 | # |
| | Allianz | NFJ Small-Cap Value Fund Admin | 82 | # |
| | American Beacon | International Equity Fund PlanAhead Class | 0 | # |
| | American Century | Large Company Value Fund | 86 | # |
| | American Century | Ultra Investor Fund | 3 | # |
| | Ariel | Appreciation Fund | 2,988 | # |
| | Ariel | Fund | 2,255 | # |

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| | | | |
|----------|----------------------------------|-------|---|
| Ariel | Premier Bond Fund Investor Class | 1,144 | # |
| Artisan | International Fund | 175 | # |
| Artisan | Mid Cap Fund | 1 | # |
| Baron | Asset Fund | 18 | # |
| Baron | Growth Fund | 1,254 | # |
| Columbia | Acorn Select Fund Z | 9 | # |
| Columbia | High Yield Fund Z | 383 | # |
| CS | Global Fixed Income Com Fund | 1,657 | # |
| CS | Large Cap Value Fund A | 4 | # |

* Party-in-interest as defined by ERISA.

All investments are participant directed; therefore, cost information is not required.

(Continued)

13.

LINENS 'N THINGS, INC. 401(k) PLAN
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2004

Name of Plan Sponsor: Linens 'n Things, Inc.
 Employer Identification Number: 22-3463939
 Three-Digit Plan Number: 001

| (A) | (B) IDENTITY OF ISSUE OR BORROWER | (C) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE | NUMBER OF UNITS | (D) COST | CUR V |
|-----|--------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------|-------------|----------|
| | Domini | Social Equity Fund | 3 | # | |
| | Dreyfus | Founders Balanced Fund F | 587 | # | 4 |
| | Dreyfus | Founders Growth Fund F | 501 | # | 5 |
| | FMA | Small Company IS | 8 | # | |
| | Franklin | Small-Mid Cap Growth Fund A | 7 | # | |
| | Legg Mason | Value Trust Fixed Income Fund | 6 | # | |
| | Lord Abbett | Mid-Cap Value Fund P | 116 | # | 2 |
| | Managers | Bond Fund | 1,143 | # | 28 |
| | Managers | Capital Appreciation Fund | 53 | # | 1 |
| | Managers | Special Equity Fund | 210 | # | 19 |
| | Managers | Value Fund | 4,965 | # | 147 |
| | MSI | Emerging Markets Fund B | 14 | # | |
| | MSI | Equity Growth Fund B | 210 | # | 3 |
| | MSI | Intl Equity Fund B | 4 | # | |
| | MSI | Small Co Growth Fund B | 216 | # | 2 |
| | MSIFT | Cap Fixed Income Adviser Fund | 217 | # | 2 |
| | MSIFT | High Yield Adviser Fund | 5,002 | # | 27 |
| | MSIFT | Value Adviser Fund | 178 | # | 3 |

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| | | | | |
|------------------|---------------------------------------------------------|-------|---|-----|
| Mutual | Discovery Fund A | 207 | # | 4 |
| Mutual | Shares Fund - Class A | 251 | # | 5 |
| Neuberger Berman | Focus Trust Fund | 3 | # | |
| Neuberger Berman | Guardian Trust Fund | 249 | # | 3 |
| Neuberger Berman | Socially Responsive Trust Fund | 418 | # | 6 |
| Oakmark | Equity and Income Fund I | 4,915 | # | 115 |
| Oakmark | Fund I | 331 | # | 13 |
| PIMCO | CCM Capital Appreciation Fund - Administrative Class | 736 | # | 13 |

All investments are participant directed; therefore, cost information is not required.

(Continued)

14.

LINENS 'N THINGS, INC. 401(k) PLAN
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2004

Name of Plan Sponsor: Linens 'n Things, Inc.
 Employer Identification Number: 22-3463939
 Three-Digit Plan Number: 001

| (A) | (B) IDENTITY OF ISSUE OR BORROWER | (C) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE | NUMBER OF UNITS | (D) COST |
|-----|--------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------|-------------|
| | PIMCO | CCM Mid Cap Fund - Administrative Class | 23 | # |
| | PIMCO | Global Bond Fund (Unhedged) - Administrative Class | 4,002 | # |
| | PIMCO | High Yield Fund - Administrative Class | 4,394 | # |
| | PIMCO | Long-Term U.S. Government Fund - Administrative Class | 6,582 | # |
| | PIMCO | Low Duration Fund - Administrative Class | 1,212 | # |
| | PIMCO | Total Return Fund - Administrative Class | 6,237 | # |
| | Royce | Royce Low Priced Stock Fund | 5,967 | # |
| | RS | Emerging Growth Fund | 68 | # |
| | RS | Smaller Company Growth Fund | 142 | # |
| | Scudder | Global Discovery Fund | 11 | # |
| | TCW | Galileo Aggressive Growth Fund N | 29 | # |
| | TCW | Galileo Select Equity Fund N | 108 | # |
| | Templeton | Developing Markets Trust A | 3 | # |
| | Templeton | Foreign Fund A | 1,408 | # |
| | Templeton | Foreign Small Co Fund A | 6 | # |

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| | | | |
|------------|------------------------|-------|---|
| Templeton | Global Bond Fund A | 6,567 | # |
| Templeton | Growth Fund A | 610 | # |
| Templeton | World Fund A | 1,880 | # |
| Van Kampen | Growth & Income Fund A | 31 | # |

All investments are participant directed; therefore, cost information is not required.

(Continued)

15.

LINENS 'N THINGS, INC. 401(k) PLAN
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2004

Name of Plan Sponsor: Linens 'n Things, Inc.
 Employer Identification Number: 22-3463939
 Three-Digit Plan Number: 001

| (A) | (B) IDENTITY OF ISSUE OR BORROWER | (C) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE | NUMBER OF UNITS | (D) COST |
|-----|--------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------|-------------|
| | Western Linens 'n Things, Inc. | Western Asset Core Fixed Income Fund | 1 | # |
| * | Fidelity Participant Loans (1) | Common Stock | 84,112 | # |
| * | | Inst Cash Port: MM Fund Class I Shares | 104,925 | # |
| | TOTAL INVESTMENTS | | | \$48,===== |

(1) 291 loans to participants with interest rates of 5.0% to 10.5%.

* Party-in-interest as defined by ERISA.

All investments are participant directed; therefore, cost information is not required.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

LINENS 'N THINGS, INC. 401(K) PLAN

Dated: June 27, 2005

By: /s/ William T. Giles

William T. Giles
Executive Vice President, Chief
Financial Officer and member of
the Investment Committee
