

BARNES & NOBLE INC

Form 4

February 18, 2005

FORM 4**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLIPPER MITCHELL S

(Last) (First) (Middle)

**C/O BARNES & NOBLE INC., 122
FIFTH AVENUE**

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BARNES & NOBLE INC [BKS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Operating Officer

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)
Common Stock	02/16/2005		M	28,800 (1)	\$ 13.2265 (1)	28,800	D
Common Stock	02/16/2005		S	19,800	D \$ 34	9,000	D
Common Stock	02/16/2005		S	1,200	D \$ 34.01	7,800	D
Common Stock	02/16/2005		S	4,600	D \$ 34.02	3,200	D
Common Stock	02/16/2005		S	1,300	D \$ 34.03	1,900	D

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Common Stock	02/16/2005	S	900	D	\$ 34.04	1,000	D
Common Stock	02/16/2005	S	1,000	D	\$ 34.05	0	D
Common Stock	02/17/2005	M	21,300 (1)	A	\$ 13.2265 (1)	21,300	D
Common Stock	02/17/2005	S	300	D	\$ 33.98	21,000	D
Common Stock	02/17/2005	S	400	D	\$ 33.97	20,600	D
Common Stock	02/17/2005	S	1,100	D	\$ 33.95	19,500	D
Common Stock	02/17/2005	S	200	D	\$ 33.94	19,300	D
Common Stock	02/17/2005	S	600	D	\$ 33.93	18,700	D
Common Stock	02/17/2005	S	100	D	\$ 33.92	18,600	D
Common Stock	02/17/2005	S	700	D	\$ 33.91	17,900	D
Common Stock	02/17/2005	S	6,500	D	\$ 33.9	11,400	D
Common Stock	02/17/2005	S	2,700	D	\$ 33.85	8,700	D
Common Stock	02/17/2005	S	500	D	\$ 33.83	8,200	D
Common Stock	02/17/2005	S	300	D	\$ 33.82	7,900	D
Common Stock	02/17/2005	S	100	D	\$ 33.81	7,800	D
Common Stock	02/17/2005	S	7,800	D	\$ 33.8	0	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.2265 (1)	02/16/2005		M	28,800 (1)	02/18/2003 07/23/2012	Common Stock	28,800 (1)
Stock Option (Right to Buy)	\$ 13.2265 (1)	02/17/2005		M	21,300 (1)	02/18/2003(2) 07/23/2012	Common Stock	21,300 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLIPPER MITCHELL S C/O BARNES & NOBLE INC. 122 FIFTH AVENUE NEW YORK, NY 10011	Chief Operating Officer

Signatures

/s/ Mitchell S. Klipper 02/18/2005

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).

These options were granted on July 24, 2002. The number of shares and the related exercise price have been adjusted to reflect the

(1) Issuer's spin-off transaction effected on November 12, 2004 which divided all outstanding shares by 1.41534 and multiplied all related shares by the same number.

(2) Of these options, 6,830 became exercisable on February 18, 2003 and the balance became exercisable on February 18, 2004.

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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