

BARNES & NOBLE INC
 Form 4
 July 08, 2005

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

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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 *
KEATING MARY ELLEN

(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)
07/06/2005

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)

SR VP, Corp Communications

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Common Stock	07/06/2005		M		5,838 <u>(1)</u>	A	\$ 16.7098 <u>(1)</u> 7,278	D
Common Stock	07/06/2005		M		4,964 <u>(1)</u>	A	\$ 13.2265 <u>(1)</u> 12,242	D
Common Stock	07/06/2005		M		3,318 <u>(1)</u>	A	\$ 11.2694 <u>(1)</u> 15,560	D
Common Stock	07/06/2005		M		8,845 <u>(1)</u>	A	\$ 24,405 21.6697	D

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(1)

Common Stock	07/06/2005	S	22,900	D	\$ 39.75	1,505	D
Common Stock	07/06/2005	S	65	D	\$ 39.76	1,440	D
Common Stock	07/07/2005	M	<u>3,340</u> <u>(1)</u>	A	\$ <u>13.7335</u> <u>(1)</u>	4,780	D
Common Stock	07/07/2005	M	<u>10,572</u> <u>(1)</u>	A	\$ <u>11.8346</u> <u>(1)</u>	15,352	D
Common Stock	07/07/2005	S	13,912	D	\$ 39.75	1,440	D
Common Stock	07/08/2005	M	<u>13,403</u> <u>(1)</u>	A	\$ <u>18.3702</u> <u>(1)</u>	14,843	D
Common Stock	07/08/2005	M	<u>23,197</u> <u>(1)</u>	A	\$ <u>13.7335</u> <u>(1)</u>	38,040	D
Common Stock	07/08/2005	S	22,600	D	\$ 40.19	15,440	D
Common Stock	07/08/2005	S	14,000	D	\$ 40.2	1,440	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)
Stock Option	\$ 16.7098 <u>(1)</u>	07/06/2005		M	5,838 <u>(1)</u>	Date Exercisable: 03/13/2002 ⁽²⁾ Expiration Date: 03/12/2011	Title: Common Stock Amount or Number of Shares: 5,838 <u>(1)</u>

(Right to Buy)

Stock

Option (Right to Buy)	\$ 13.2265 <u>(1)</u>	07/06/2005	M	4,964 <u>(1)</u>	07/24/2003 ⁽³⁾	07/23/2012	Common Stock	4,964 <u>(1)</u>
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Stock

Option (Right to Buy)	\$ 11.2694 <u>(1)</u>	07/06/2005	M	3,318 <u>(1)</u>	03/13/2004 ⁽⁴⁾	03/12/2013	Common Stock	3,318 <u>(1)</u>
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Stock

Option (Right to Buy)	\$ 21.6697 <u>(1)</u>	07/06/2005	M	8,845 <u>(1)</u>	06/03/2005	06/02/2014	Common Stock	8,845 <u>(1)</u>
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Stock

Option (Right to Buy)	\$ 13.7335 <u>(1)</u>	07/07/2005	M	3,340 <u>(1)</u>	01/05/2002	01/04/2010	Common Stock	3,340 <u>(1)</u>
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Stock

Option (Right to Buy)	\$ 11.8346 <u>(1)</u>	07/07/2005	M	10,572 <u>(1)</u>	03/07/2002 ⁽⁵⁾	03/06/2010	Common Stock	10,572 <u>(1)</u>
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Stock

Option (Right to Buy)	\$ 18.3702 <u>(1)</u>	07/08/2005	M	13,403 <u>(1)</u>	03/09/2001 ⁽⁶⁾	03/08/2009	Common Stock	13,403 <u>(1)</u>
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Stock

Option (Right to Buy)	\$ 13.7335 <u>(1)</u>	07/08/2005	M	23,197 <u>(1)</u>	01/05/2002 ⁽⁷⁾	01/04/2010	Common Stock	23,197 <u>(1)</u>
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEATING MARY ELLEN C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011			SR VP, Corp Communications	

Signatures

/s/ Mary Ellen Keating 07/08/2005

**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).

- The number of shares subject to such options and the related exercise price have been adjusted to reflect the Issuer's spin-off transaction effected on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.
- (1) One-fourth of these options became exercisable on March 13 of each of the years 2002 through 2005.
 - (2) One-half of these options became exercisable on July 24 of each of the years 2003 and 2004.
 - (3) One-half of these options became exercisable on March 13 of each of the years 2004 and 2005.
 - (4) One-third of these options became exercisable on March 7 of each of the years 2002 through 2004.
 - (5) Of these options, 2,830 became exercisable on March 9, 2001 and the balance became exercisable in equal installments on March 9 of each of the years 2002 and 2003.
 - (6) Of these options, 5,505 became exercisable on January 5, 2002 and the balance became exercisable in equal installments on January 5 of each of the years 2003 and 2004.
 - (7)

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