Edgar Filing: DILLARD II WILLIAM - Form 4

DILLARD Form 4 March 11, 2	II WILLIAM 2013											
							OMB APPROVAL					
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Section 16. S Form 4 or					GES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:January 31, 2005Estimated average burden hours per response0.5		
Form 5 obligations may continue. See Instruction 1(b). 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)												
DILLARD II WILLIAM Symbol				er Name and Ticker or Trading ES & NOBLE INC [BKS]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3			3. Date of	3. Date of Earliest Transaction				(Check all applicable)				
				Month/Day/Year) 3/08/2013				X Director Officer (give to below)	ector 10% Owner icer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
Fil NEW YORK, NY 10011				onth/Day/Ye	ear)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
								Person				
(City)	(State)	(Zip)	Tab	ole I - Non-	-Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, i			Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	03/08/2013			М	28,306 (1)	А	\$ 11.2694 (1)	4 64,315	D			

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

Persons who respond to the collection of information contained in this form are not 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)

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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. 5. Number of Transactio-Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(A) ed of	6. Date Exerc Expiration Da (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 2 ()
				Code V	(A) (D))	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 11.2694 (1)	03/08/2013		М	28,3 <u>(1</u>		(2)	03/12/2013	Common Stock	28,306 (1)	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other DILLARD II WILLIAM C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011

Signatures

/s/ Eugene V. DeFelice, as Attorney-in-Fact for William Dillard II

**Signature of 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).

Relationships

The number of shares subject to such options and the related exercise price have been adjusted to reflect the Issuer's spin-off transaction
 (1) effected on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.

(2) One-fourth of these options became exercisable on March 13 of each of the years 2004 through 2007.

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.

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03/11/2013

Date