

DILLARD II WILLIAM  
 Form 4/A  
 April 04, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
**DILLARD II WILLIAM**

(Last) (First) (Middle)

**C/O BARNES & NOBLE INC, 122  
 FIFTH AVE**

(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)  
**04/02/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**04/05/2005**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D)	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A) (D)				
Employee Stock Option (right to buy)	\$ 16.71	04/02/2007	D	V	21,230	(2)	03/12/2011	Common Stock	21,230
Employee Stock Option (right to buy)	\$ 16.96	04/02/2007	A	V	21,230	(2)	03/12/2011	Common Stock	21,230
Employee Stock Option (right to buy)	\$ 16.71	04/02/2007 <sup>(1)</sup>	D	V	7,077	(2)	03/31/2015	Common Stock	7,077
Employee Stock Option (right to buy)	\$ 16.96	04/02/2007 <sup>(1)</sup>	A	V	7,077	(2)	03/31/2015	Common Stock	7,077
Employee Stock Option (right to buy)	\$ 34.19	04/02/2007 <sup>(1)</sup>	D	V	20,000	(2)	03/12/2011	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 35.77	04/02/2007 <sup>(1)</sup>	A	V	20,000	(2)	03/12/2011	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLARD II WILLIAM C/O BARNES & NOBLE INC 122 FIFTH AVE NEW YORK, NY 10011	X			

## Signatures

/s/ William

Dillard II

04/04/2007

\_\_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) The Employee Stock Option was re-priced on December 20, 2006, in anticipation of a price determination which occurred on April 2, 2007.
  - (2) The Employee Stock Option vests and becomes exercisable in four equal annual installments beginning on the first anniversary of the original grant.  
  
Represents an increase to the exercise price of the option to the fair market value on the deemed new measurement date recommended by
  - (3) the special committee of the Board of Directors of the Issuer in connection with a review of the stock option grants made by the Issuer.  
The Reporting Person has agreed not to receive any payment or other consideration in respect of such adjustment.

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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