

BARNES & NOBLE INC
Form 4
April 05, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MONACO MARGARET T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

04/01/2005

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10011

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/01/2005		M	56,613 (1)	A \$ 8.611 (1)	62,613	D
Common Stock	04/01/2005		S	42,800	D \$ 34	19,813	D
Common Stock	04/01/2005		S	5,600	D \$ 34.01	14,213	D
Common Stock	04/01/2005		S	200	D \$ 34.02	14,013	D
Common Stock	04/01/2005		S	100	D \$ 34.03	13,913	D

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Common Stock	04/01/2005	S	300	D	\$ 34.05	13,613	D
Common Stock	04/01/2005	S	200	D	\$ 34.07	13,413	D
Common Stock	04/01/2005	S	3,200	D	\$ 34.09	10,213	D
Common Stock	04/01/2005	S	4,213	D	\$ 34.1	6,000	D
Common Stock	04/01/2005	A	585 ⁽³⁾	A	\$ 0	6,585	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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Option (Right to Buy)	\$ 8.611 ⁽¹⁾	04/01/2005		M	56,613 ⁽¹⁾	05/29/1996 ⁽²⁾	01/15/2006	Common Stock	5
Stock Option (Right to Buy)	\$ 34.19	04/01/2005		A	20,000	04/01/2006 ⁽⁴⁾	03/31/2015	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONACO MARGARET T C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011	X			

Signatures

/s/ Margaret T.
Monaco

04/05/2005

 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 May 29, 1996. The number of shares subject to such options and the related exercise price have been

- (1) adjusted to reflect the Issuer's (i) two-for-one stock split effected on September 22, 1997 and (ii) 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.
- (2) One-fourth of these options became exercisable on May 29, 1996 and on January 16 of each of the years 1997 through 1999.
- (3) Grant of restricted stock vesting on April 1, 2006.
- (4) One fourth of these options become exercisable on April 1 of each of the years 2006 through 2009.

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.