## Edgar Filing: LYNCH WILLIAM - Form 4

| LYNCH WI  | LLIAM   |                        |                          |                 |                             |  |   |  |  |
|---|---|------------------------|--------------------------|-----------------|-----------------------------|--|---|--|--|
| Form 4  |   |                        |                          |                 |                             |  |   |  |  |
| February 04,  | 2009  |                        |                          |                 |                             |  |   |  |  |
| FORM  |   | OMB APPROVAL           |                          |                 |                             |  |   |  |  |
| <b>CURINE 4</b> UNITED STATES SECURITIES AND EXCHANGE CO<br>Washington, D.C. 20549                                      |   |                        |                          |                 | COMMISSION                  | OMB<br>Number:                                       | 3235-0287                                     |  |  |
| Check the   |   |                        |                          |                 |                             | Expires:   | January 31,                                   |  |  |
| subject to STATEMENT OF CHANGES IN BENEFICIA  |   |                        |                          | CIAL OW         | NERSHIP OF                  | Estimated average                                    |   |  |  |
| Section 1   | 6.  | SECURITIES             |                          |                 |                             |  | rs per  |  |  |
| Form 4 o<br>Form 5  |   |                        |                          | response        | 0.5                         |  |   |  |  |
| obligation  | -   | Section 16(a) of th    |                          | -               |                             |  |   |  |  |
| may cont  | inue. Section 17(a) of th                           | e Public Utility Hol   | • •                      | •               |                             | n  |   |  |  |
| See Instru  | uction 30(  | h) of the Investment   | . Company                | Act 01 194      | FO                          |  |   |  |  |
| 1(b).   |   |                        |                          |                 |                             |  |   |  |  |
| (Print or Type I  | Responses)  |                        |                          |                 |                             |  |   |  |  |
| × • • • •   | <b>1</b> '  |                        |                          |                 |                             |  |   |  |  |
| 1. Name and Address of Reporting Person <sup>*</sup> _ 2. Issuer Name <b>and</b> Ticker or Trading 5. Relationship of I |   |                        |                          |                 |                             |  | Reporting Person(s) to                        |  |  |
| LYNCH WI  | ILLIAM  | Symbol                 | · · · · ·                |                 |                             |  |   |  |  |
|   |   | BARNES & NO            | BLE INC [                | BKS]            | (Check all applicable)      |  |   |  |  |
| (Last)  | (First) (Middle)                                    | 3. Date of Earliest T  | ransaction               |                 | (Chec                       | k all applicable                                     | )   |  |  |
|   |   | (Month/Day/Year)       | (Month/Day/Year)         |                 |                             | Director 10% Owner                                   |   |  |  |
|   | ES & NOBLE, INC., 12                                | 2 02/02/2009           |                          |                 |                             | _X_ Officer (give title Other (specify below) below) |   |  |  |
| FIFTH AVE   | ENUE  |                        |                          |                 | Pres-barnesandnoble.com llc |  |   |  |  |
|   | (Street)  | 4. If Amendment, Da    | ate Original             |                 | 6. Individual or Jo         | int/Group Filin                                      | g(Check                                       |  |  |
|   |   |                        | Filed(Month/Day/Year)    |                 |                             | Applicable Line)                                     |   |  |  |
| _X_ Form filed by C   |   |                        |                          |                 |                             |  | ne Reporting Person<br>ore than One Reporting |  |  |
| NEW YOR   | K, NY 10011   |                        |                          |                 | Person                      | lore than One Re                                     | porting                                       |  |  |
| (City)  | (State) (Zip)                                       | Table I New I          | Danimatina Ca            |                 |                             | Dowofficial  |   |  |  |
|   |   |                        |                          |                 | uired, Disposed of          |  | -   |  |  |
| 1.Title of<br>Security  | 2. Transaction Date 2A. D<br>(Month/Day/Year) Execu |                        | 4. Securitie             |                 | 5. Amount of<br>Securities  | 6. Ownership<br>Form: Direct                         |   |  |  |
| (Instr. 3)  | (Month/Day/Tear) Exect<br>any                       | Code                   | Code (Instr. 3, 4 and 5) |                 |                             | (D) or   | Beneficial                                    |  |  |
| × ,   | •   | h/Day/Year) (Instr. 8) |                          |                 |                             | Indirect (I)   | Ownership                                     |  |  |
|   |   |                        |                          |                 | Following<br>Reported       | (Instr. 4)   | (Instr. 4)                                    |  |  |
|   |   |                        |                          | (A)             | Transaction(s)              |  |   |  |  |
|   |   | Code V                 | Amount                   | or<br>(D) Price | (Instr. 3 and 4)            |  |   |  |  |
| Common  |   |                        | 100,000                  |                 |                             | -  |   |  |  |
| Stock   | 02/02/2009  | А                      | <u>(1)</u>               | A \$0           | 100,000                     | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | ionNumber Expiration<br>of (Month/ |                     |                    | Amou<br>Under<br>Secur | le and<br>int of<br>rlying<br>ities<br>. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owna<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|--|------------------------------------|---------------------|--------------------|------------------------|---|---|--|
|   |   |   | Code V                                 | (A) (D)                            | Date<br>Exercisable | Expiration<br>Date | Title                  | Amount<br>or<br>Number<br>of<br>Shares            |   |  |

## **Reporting Owners**

| Reporting Owner Name / Addre  | ess        | Relationships |                             |       |  |  |  |  |
|---|------------|---------------|-----------------------------|-------|--|--|--|--|
| I O O O O O O O O O O O O O O O O O O O   | Director   | 10% Owner     | Officer                     | Other |  |  |  |  |
| LYNCH WILLIAM<br>C/O BARNES & NOBLE, IN<br>122 FIFTH AVENUE<br>NEW YORK, NY 10011 | IC.        |               | Pres-barnesandnoble.com llc |       |  |  |  |  |
| Signatures  |            |               |                             |       |  |  |  |  |
| /s/ William J.<br>Lynch, Jr.  | 02/03/2009 |               |                             |       |  |  |  |  |

<u>\*\*</u>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) Grant of restricted shares vesting in equal annual installments on February 2 of each of the years 2010 through 2013.

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.