Roberts Max J. Form 3 July 02, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement BARNES & NOBLE INC [BKS] Roberts Max J. (Month/Day/Year) 07/01/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O BARNES & NOBLE. (Check all applicable) INC., 122 FIFTH AVENUE (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Pres & CEO, B&N Coll. Bksllrs Person NEW YORK, NYÂ 10011 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â

21,667 (1) Common Stock 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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

SEC 1473 (7-02)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	--	--	---	---

Edgar Filing: Roberts Max J. - Form 3

	Date Exercisable	* ***		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(2)	11/14/2021	Common Stock	60,000	\$ 15.78	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roberts Max J.				
C/O BARNES & NOBLE, INC.	Â	Â	Pres & CEO, B&N Coll. Bksllrs	Â
122 FIFTH AVENUE	А	А	A TICS & CEO, D&N COII. DESIIIS	А
NEW YORK Â NYÂ 10011				

Signatures

/s/ Eugene V. DeFelice, as Attorney-in-Fact for Max J.
Roberts

07/01/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 21,667 restricted stock units (payable solely in common stock of the Issuer on each vesting date) on May 23, 2011, with 25% vesting on May 23, 2013, 25% vesting on May 23, 2014 and the remaining 50% vesting on May 23, 2015.
- (2) Stock option, with 25% vesting on November 15, 2013, 25% vesting on November 15, 2014 and the remaining 50% vesting on November 15, 2015.

Â

Remarks:

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Max J. Roberts

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.

Reporting Owners 2