

BARNES & NOBLE INC
Form 4
December 08, 2004

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 * - RIGGIO LEONARD (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol BARNES & NOBLE INC [BKS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
122 FIFTH AVE, C/O BARNES & NOBLE INC (Street)			3. Date of Earliest Transaction (Month/Day/Year) 12/06/2004		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) Chairman of the Board	
NEW YORK, NY 10011 (City) (State) (Zip)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	12/06/2004		P	500,000 A \$ 27.54	12,043,843 (1)	D (1)	
Common Stock	12/07/2004		P	45,600 A \$ 27.8	12,089,443 (1)	D (1)	
Common Stock	12/07/2004		P	200 A \$ 27.79	12,089,643 (1)	D (1)	
Common Stock	12/08/2004		P	90,900 A \$ 28	12,180,543 (1)	D (1)	
Common Stock	12/08/2004		P	30,800 A \$ 27.95	12,211,343 (1)	D (1)	
Common Stock	12/08/2004		P	15,700 A \$ 27.8	12,227,043 (1)	D (1)	

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Common Stock 12/08/2004 P 1,500 A \$ 27.71 12,228,543 (1) D (1)

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Title	Amount or Number of Shares
	Director	10% Owner	Officer	Other		
RIGGIO LEONARD 122 FIFTH AVE C/O BARNES & NOBLE INC NEW YORK, NY 10011	X	X	Chairman of the Board			

Signatures

/s/ Leonard Riggio 12/08/2004

**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).

Of these shares (i) 2,652,334 shares are owned indirectly through Barnes & Noble College Booksellers, Inc., a New York corporation of which all of the currently outstanding voting securities are owned by the Reporting Person, and (ii) 712,473 shares are owned indirectly in a rabbi trust established by the Issuer for the benefit of the Reporting Person.

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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