

KLIPPER MITCHELL S
Form 4
March 02, 2005

FORM

4

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

KLIPPER MITCHELL S

(Last) (First) (Middle)

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

(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)
03/01/2005

4. If Amendment, Date Original Filed

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)		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)
				Code	V Amount (D) Price			
Common Stock	03/01/2005		M		A	\$ 49,900 (1) 13.2265 (1)	D	
Common Stock	03/01/2005		S	300	D	\$ 34.81 49,600	D	
Common Stock	03/01/2005		S	2,800	D	\$ 34.8 46,800	D	
Common Stock	03/01/2005		S	100	D	\$ 34.79 46,700	D	
Common Stock	03/01/2005		S	700	D	\$ 34.78 46,000	D	
	03/01/2005		S	6,200	D	\$ 34.77 39,800	D	

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Common Stock							
Common Stock	03/01/2005	S	900	D	\$ 34.76	38,900	D
Common Stock	03/01/2005	S	15,300	D	\$ 34.73	23,600	D
Common Stock	03/01/2005	S	1,300	D	\$ 34.72	22,300	D
Common Stock	03/01/2005	S	22,300	D	\$ 34.7	0	D

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 Security (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 13.2265 ⁽¹⁾	03/01/2005		M	49,900 ⁽¹⁾	02/18/2004 07/23/2012	Common Stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLIPPER MITCHELL S C/O BARNES & NOBLE INC. 122 FIFTH AVENUE NEW YORK, NY 10011			Chief Operating Officer	

Signatures

/s/ Mitchell S.

Klipper

03/02/2005

**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 July 24, 2002. The number of shares and the related exercise price have been adjusted to reflect (1) the Issuer's 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.

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.