**OMB APPROVAL** 

Lindstrom Allen W Form 4 May 24, 2011

#### **FORM OMB** 3235-0287 UNITED STATES SECURITIES AND EXCHANGE Number: **COMMISSION** January 31, Expires: 2005 Washington, D.C. 20549 Estimated average Check this burden hours per box if no STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP response... 0.5 longer subject **OF SECURITIES** to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or may continue. Section 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol Lindstrom Allen W BARNES & NOBLE INC [BKS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10% Owner Director \_X\_\_ Officer (give C/O BARNES & NOBLE. Other (specify 05/23/2011 title below) INC., 122 FIFTH AVENUE VP, Corporate Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10011 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of Nature Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership of Indirect (Instr. 3) Code (D) Beneficially Form: Beneficial Direct (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) V Amount (D) Price Common 05/23/2011 A 20,000 A \$0 33,183 D Stock (1) By Common 1,528.676 I 401(k) (2) Stock Plan Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to SEC 1474 the collection of (9-02)information contained in this form are not required to respond unless the form displays a currently valid OMB control

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### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	o Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title	or Number of	
				Code V	(A) (D)	(D)		Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lindstrom Allen W C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011

VP, Corporate Controller

## **Signatures**

/s/ Sheedeh Moayery, as Attorney-in-Fact for Allen W. Lindstrom

05/24/2011

\*\*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 stock units (payable solely in common stock of the Issuer on each vesting date), with two installments of 25% each vesting on May 23 of each of the years 2013 and 2014 and the remaining 50% vesting on May 23, 2015.
  - Holdings under the Barnes & Noble, Inc. 401(k) Plan are reported in units. Therefore, the securities set forth in Column 5 of Table I are units. The number of units reported herein are based on a plan statement dated as of March 31, 2011. The Barnes &
- (2) Noble, Inc. 401(k) Plan accounts for interests in the Barnes & Noble, Inc. Stock Fund in units consisting of shares of Barnes & Noble, Inc. common stock and a liquidity component. As a result, the number of underlying shares may fluctuate from time to time.

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.