

Lindstrom Allen W  
Form 4  
May 24, 2011

**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)

|   |  |   |
|---|--|---|
| <p>1. Name and Address of Reporting Person<br/>*<br/>-<br/>Lindstrom Allen W<br/><br/>(Last) (First) (Middle)<br/><br/>C/O BARNES &amp; NOBLE, INC., 122 FIFTH AVENUE<br/><br/>(Street)<br/><br/>NEW YORK, NY 10011<br/><br/>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol<br/>BARNES &amp; NOBLE INC [BKS]<br/><br/>3. Date of Earliest Transaction (Month/Day/Year)<br/>05/23/2011<br/><br/>4. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>5. Relationship of Reporting Person(s) to Issuer<br/><br/>(Check all applicable)<br/><br/>____ Director _____ 10% Owner<br/><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br/>VP, Corporate Controller<br/><br/>6. Individual or Joint/Group Filing(Check Applicable Line)<br/><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|--|---|

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock <sup>(1)</sup>     | 05/23/2011                           |  | A                              | 20,000  | A \$ 0 33,183   | D  |  |
| Common Stock                    |                                      |  |                                |   | 1,528.676 <sup>(2)</sup>  | I  | By 401(k) Plan                             |

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

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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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Lindstrom Allen W<br>C/O BARNES & NOBLE, INC.<br>122 FIFTH AVENUE<br>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.