

Troia Christopher
Form 4
June 21, 2012

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 * Troia Christopher (Last) (First) (Middle) C/O BARNES & NOBLE, INC., 122 FIFTH AVENUE (Street) NEW YORK, NY 10011 (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol BARNES & NOBLE INC [BKS] 3. Date of Earliest Transaction (Month/Day/Year) 06/21/2012 4. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ____ Other (specify below) VP & Chief Information Officer 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person</p>
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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)
Common Stock	06/21/2012			(A) or (D)	\$ 15.2308 (1)	19,954	D
Common Stock					1,020.323 (2)	I	By 401(k) Plan

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

SEC 1474 (9-02)

form displays a currently valid OMB control 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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Troia Christopher C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011			VP & Chief Information Officer	

Signatures

/s/ Eugene V. DeFelice, as Attorney-in-Fact for Christopher Troia 06/21/2012

__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) The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$15.20 to \$15.31, inclusive. The reporting person undertakes to provide to Barnes & Noble, Inc., any security holders of Barnes & Noble, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 to this Form 4.

(2) 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, 2012. The Barnes & 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.