

BARNES & NOBLE INC
Form 4
July 21, 2005

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 *
DUFFY WILLIAM F

(Last) (First) (Middle)

C/O BARNES & NOBLE, INC., 100 MIDDLESEX CENTER BOULEVARD

(Street)

JAMESBURG, NJ 08831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BARNES & NOBLE INC [BKS]

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2005

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)
EVP, Distribution & Logistics

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) (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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	07/19/2005		M	6,472 (1)	A \$ 24.5524 (1)	7,877	D	
Common Stock	07/19/2005		M	34,384 (1)	A \$ 13.2265 (1)	42,261	D	
Common Stock	07/19/2005		M	3,318 (1)	A \$ 11.2694 (1)	45,579	D	
Common	07/19/2005		S	44,174	D \$ 41.95	1,405	D	

Stock

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

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(9-02)

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)
Stock Option (Right to Buy)	\$ 24.5524 <u>(1)</u>	07/19/2005		M	6,472 <u>(1)</u>	03/03/1999 ⁽²⁾ 03/02/2008	Common Stock 6,472 <u>(1)</u>
Stock Option (Right to Buy)	\$ 13.2265 <u>(1)</u>	07/19/2005		M	34,384 <u>(1)</u>	07/24/2003 07/23/2012	Common Stock 34,384 <u>(1)</u>
Stock Option (Right to Buy)	\$ 11.2694 <u>(1)</u>	07/19/2005		M	3,318 <u>(1)</u>	03/13/2004 ⁽³⁾ 03/12/2013	Common Stock 3,318 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUFFY WILLIAM F C/O BARNES & NOBLE, INC. 100 MIDDLESEX CENTER BOULEVARD JAMESBURG, NJ 08831			EVP, Distribution & Logistics	

Signatures

/s/ William F.
Duffy

07/21/2005

__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).
- (1) The number of shares subject to such options and the related exercise price have been adjusted to reflect the Issuer's spin-off transaction on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.
 - (2) One-fourth of these options became exercisable on March 3 of each of the years 1999 through 2002.
 - (3) One-half of these options became exercisable on March 13 of each of the years 2004 and 2005.

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.