

KLIPPER MITCHELL S  
Form 4  
January 12, 2006

**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

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 \*  
KLIPPER MITCHELL S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O BARNES & NOBLE INC., 122 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
01/10/2006

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

(Street)  
NEW YORK, NY 10011

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/10/2006		M		200,000 <u>(1)</u>	A	\$ 13.2265 <u>(1)</u>
Common Stock	01/10/2006		M		100,000 <u>(1)</u>	A	\$ 11.87 <u>(1)</u>
Common Stock	01/10/2006		M		100,000 <u>(1)</u>	A	\$ 13.5939 <u>(1)</u>
Common Stock	01/10/2006		S		400,000 <u>(2)</u>	D	\$ 42.1187 <u>(2)</u>

Edgar Filing: KLIPPER MITCHELL S - Form 4

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 form displays a currently valid OMB control number.**

SEC 1474  
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 13.2265 <u>(1)</u>	01/10/2006		M	200,000 <u>(1)</u>	02/18/2004 <sup>(3)</sup> 07/23/2012	Common Stock	200,000 <u>(1)</u>	
Stock Option (Right to Buy)	\$ 11.87 <u>(1)</u>	01/10/2006		M	100,000 <u>(1)</u>	02/18/2003 <sup>(4)</sup> 02/25/2013	Common Stock	100,000 <u>(1)</u>	
Stock Option (Right to Buy)	\$ 13.5939 <u>(1)</u>	01/10/2006		M	100,000 <u>(1)</u>	02/18/2004 <sup>(5)</sup> 04/27/2013	Common Stock	100,000 <u>(1)</u>	

## 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

01/12/2006

\*\*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).

The number of shares subject to such options and the related exercise price have been adjusted to reflect 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.

(1) Represents the sale of 400,000 shares in thirty separate transactions at prices ranging from \$41.88 to \$42.50 per share, resulting in a weighted average sale price per share of \$42.1187.

(2) Of these, options with respect to 86,010 shares vested on February 18, 2004 and the balance vested on February 18, 2005.

(3) Of these, options with respect to 35,383 shares vested on each of February 18, 2003 and February 18, 2004 and the balance vested on February 18, 2005.

(4) Of these, options with respect to 94,335 shares vested on February 18, 2004 and the balance vested on February 18, 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.