MILLER IRENE R

Form 4

February 03, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

Common

Stock

02/01/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLER IRENE R			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			BARNES & NOBLE INC [BKS]				(Check all applicable)			
(Last)	(First) (Middle)	3. Date of	of Earliest 7	Transaction			**		
			(Month/	Day/Year)		X	Director	10%	Owner	
C/O BARN FIFTH AV	IES & NOBLE IN E	NC., 122	02/01/2	2006		belov	_ Officer (give tit w)	leOther below)	r (specify	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
NEW YOR	RK, NY 10011		Filed(Mo	onth/Day/Yea	ar)	_X_	licable Line) Form filed by One Form filed by Mor	1 0		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securities Acq			or Beneficiall	y Owned	
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securities Acquired (A	A) 5	5. Amount of	6.	7. Nature o	
Security	(Month/Day/Year)	Execution Date, if		f Transaction Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Co		Code (Instr. 3, 4 and 5)		Beneficially	Form:	Beneficial	
		(Month/D	ay/Year)	(Instr. 8)		(Owned	Direct (D)	Ownership	
						F	Following	or Indirect	(Instr. 4)	
					(A)	F	Reported	(I)		
					(A)	7	Transaction(s)	(Instr. 4)		

or

(D)

Price \$

42.3136

(1)

Amount

20,000 D

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

Code V

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

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

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
							Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
MILLER IRENE R C/O BARNES & NOBLE INC. 122 FIFTH AVE NEW YORK, NY 10011	X						

Signatures

/s/ Irene R.
Miller

**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) Represents the sale of 20,000 shares in sixteen separate transactions at prices ranging from \$42.25 to \$42.40 per share, resulting in a weighted average sale price per share of \$42.3136.

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.

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