

BARNES & NOBLE INC
Form 4
February 16, 2006

FORM 4

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

OMB APPROVAL

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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., 122 FIFTH AVENUE

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2006		M		56,112 (1)	A	\$ 13.2265 (1)
Common Stock	02/14/2006		S(2)		56,112	D	\$ 42.5 1,405
Common Stock	02/15/2006		M		15,654 (1)	A	\$ 13.2265 (1)
Common Stock	02/15/2006		M		106,150 (1)	A	\$ 20.0871 (1)

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Common Stock	02/15/2006	M	896 ⁽¹⁾	A	\$ 22.9768 ₍₁₎	124,105	D
Common Stock	02/15/2006	S ⁽²⁾	122,700	D	\$ 42.5018 ₍₃₎	1,405	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (Right to Buy)	\$ 13.2265 ₍₁₎	02/14/2006		M	56,112 ₍₁₎	07/24/2003 ⁽⁴⁾ 07/23/2012	Common Stock 56,112 ₍₁₎
Stock Option (Right to Buy)	\$ 13.2265 ₍₁₎	02/15/2006		M	15,654 ₍₁₎	07/24/2005 07/23/2012	Common Stock 15,654 ₍₁₎
Stock Option (Right to Buy)	\$ 20.0871 ₍₁₎	02/15/2006		M	106,150 ₍₁₎	10/20/2004 ⁽⁵⁾ 10/19/2013	Common Stock 106,150 ₍₁₎
Stock Option (Right to Buy)	\$ 22.9768 ₍₁₎	02/15/2006		M	896 ₍₁₎	06/14/2005 06/13/2014	Common Stock 896

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DUFFY WILLIAM F
C/O BARNES & NOBLE, INC.
122 FIFTH AVENUE
NEW YORK, NY 10011

EVP, Distribution & Logistics

Signatures

/s/ William F.
Duffy

02/16/2006

**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

- (1) effected on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.
- (2) Sold pursuant to a 10b5-1 trading plan.
- (3) Represents the sale of 122,700 shares in four separate transactions at prices ranging from \$42.50 to \$42.59 per share, resulting in a weighted average sale price per share of \$42.5018.
- (4) Of these, options with respect to 999 shares vested on July 24, 2003, options with respect to 35,384 shares vested on July 24, 2004 and the balance vested on July 24, 2005.
- (5) One half of these option became exercisable on October 20 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.

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