

BARNES & NOBLE INC  
Form 4  
January 29, 2008

**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 \*  
**RIGGIO LEONARD**

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)  
**01/25/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board**

(Street)

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

**NEW YORK, NY 10011**

(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	01/25/2008		P		125,000 <u>(1)</u>	A	\$ 30.3059 <u>(1)</u>
Common Stock	01/28/2008		P		100,000 <u>(4)</u>	A	\$ 30.1937 <u>(4)</u>
Common Stock	01/29/2008		P		125,000 <u>(6)</u>	A	\$ 31.4432 <u>(6)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIGGIO LEONARD C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011	X	X	Chairman of the Board	

## Signatures

/s/ Joseph J. Lombardi, as  
Attorney-in-Fact  
Date: 01/29/2008

\_\_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 purchase of 125,000 shares by Barnes & Noble College Booksellers, Inc., a New York corporation beneficially owned by the Reporting Person ("B&N College"), pursuant to Securities Exchange Act Rule 10b-18 ("Rule 10b-18") in nine separate transactions at per share prices ranging from \$29.82 to \$31.01, resulting in a weighted average purchase price per share of \$30.3059.
  - (2) Of these shares, 712,473 shares are owned indirectly in a rabbi trust established by the Issuer for the benefit of the Reporting Person.
  - (3) Of these shares, 3,922,934 shares are owned indirectly through B&N College.
  - (4) Represents the purchase of 100,000 shares by B&N College pursuant to Rule 10b-18 in nine separate transactions at per share prices ranging from \$29.63 to \$30.78, resulting in a weighted average purchase price per share of \$30.1937.
  - (5) Of these shares, 4,022,934 shares are owned indirectly through B&N College.

## Edgar Filing: BARNES & NOBLE INC - Form 4

- (6) Represents the purchase of 125,000 shares by B&N College pursuant to Rule 10b-18 in seven separate transactions at per share prices ranging from \$31.024 to \$31.9296, resulting in a weighted average purchase price per share of \$31.4432.
- (7) Of these shares, 4,147,934 shares are owned indirectly through B&N College.

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.