

BARNES & NOBLE INC
Form 4
January 15, 2013

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 *
Starz

(Last) (First) (Middle)
8900 LIBERTY CIRCLE
(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/11/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D)	Code V Amount (D) Price		

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security	Code	V	Disposed of (D)		Date Exercisable	Expiration Date	Title
			(A)	(D)			
Series J Preferred Stock	(1)			J ⁽²⁾	10/28/2011 ⁽¹⁾	08/18/2021 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Starz 8900 LIBERTY CIRCLE ENGLEWOOD, CO 80112			X	

Signatures

Starz By: /s/ J. Steven Beabout, Executive Vice President, General Counsel and Secretary 01/15/2013

**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) Each share of Series J Preferred Stock is convertible into 58.8235 shares of common stock, subject to adjustment in accordance with the provisions of the Certificate of Designations for the Series J Preferred Stock and subject to customary antidilution adjustment provisions. On January 11, 2013, the Reporting Person completed its previously announced spin-off (the "Spin-Off") of all of the outstanding shares of the common stock of its wholly-owned subsidiary Liberty Media Corporation (formerly known as Liberty Spinco, Inc.). In connection with the Spin-Off, the Reporting Person's beneficial ownership of the Series J Preferred Stock was transferred to Liberty Media Corporation.
- (2) with the Spin-Off, the Reporting Person's beneficial ownership of the Series J Preferred Stock was transferred to Liberty Media Corporation.
- (3) The Series J Preferred Stock is mandatorily redeemable on the tenth anniversary of the original issuance date.

Remarks:

On January 11, 2013, the Reporting Person changed its name from "Liberty Media Corporation" to "Starz."

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.