

BURKLE RONALD W

Form 4

June 05, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURKLE RONALD W

(Last) (First) (Middle)

**C/O THE YUCAIPA COMPANIES
LLC, 9130 WEST SUNSET
BOULEVARD**

(Street)

LOS ANGELES, CA 90069

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2012

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 ____X____ Other (specify
below) below)
Former 10% Owner

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	05/31/2012		J ⁽¹⁾		7,170,384	D	\$ 0 549,554
						I	
Common Stock	05/31/2012		J ⁽²⁾		4,723,829	D	\$ 0 549,554
						I	

Please see
footnote
and
Remarks
below ⁽³⁾

Please see
footnote
and
Remarks
below ⁽³⁾

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BURKLE RONALD W C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	Former 10% Owner
Yucaipa American Alliance Fund II, LLC C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	Former 10% Owner
YUCAIPA AMERICAN ALLIANCE FUND II LP C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	Former 10% Owner
Yucaipa American Alliance (Parallel) Fund II, L.P. C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	Former 10% Owner
YUCAIPA AMERICAN MANAGEMENT, LLC C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD	Former 10% Owner

LOS ANGELES, CA 90069

YUCAIPA AMERICAN FUNDS, LLC
C/O THE YUCAIPA COMPANIES LLC
9130 EAST SUNSET BOULEVARD
LOS ANGELES, CA 90069

Former 10% Owner

Signatures

/s/ Ronald W. Burkle (on behalf of himself and the other reporting persons)

06/05/2012

____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) On May 31, 2012, Yucaipa American Alliance Fund II, L.P. ("YAAF II") made an in-kind pro rata distribution of the 7,170,384 shares of common stock, par value \$0.001 per share (the "Common Stock") of the Issuer to its partners.
- (2) On May 31, 2012, Yucaipa American Alliance (Parallel) Fund II, L.P. ("YAAF II Parallel") made an in-kind pro rata distribution of the 4,723,829 shares of Common Stock of the Issuer to its partners (together with the distribution described in footnote (1), the "Distribution").
- (3) As a result of the Distribution, Ronald W. Burkle beneficially owns 545,930 shares of the Common Stock as of May 31, 2012 and YAAF II LLC beneficially owns 3,624 shares of Common Stock as of May 31, 2012.

Remarks:

This Form 4 is jointly filed by (i) Ronald W. Burkle, (ii) Yucaipa American Management, LLC ("Yucaipa American"), (iii) Y

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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