

BARNES & NOBLE INC  
 Form 3/A  
 September 19, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Pershing Square Capital Management, L.P.			(Month/Day/Year)	BARNES & NOBLE INC [BKS]	
(Last)	(First)	(Middle)	09/19/2008		
888 SEVENTH AVENUE, 42ND FLOOR			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		09/26/2007
NEW YORK,Â NYÂ 10019			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See footnote (1)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

Shares or Indirect  
(I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pershing Square Capital Management, L.P. 888 SEVENTH AVENUE, 42ND FLOOR NEW YORK, NY 10019	Â	Â	Â	See footnote (1)
PS Management GP, LLC 888 SEVENTH AVENUE, 42ND FLOOR NEW YORK, NY 10019	Â	Â	Â	See footnote (1)
Pershing Square GP, LLC 888 SEVENTH AVENUE, 42ND FLOOR NEW YORK, NY 10019	Â	Â	Â	See footnote (1)
ACKMAN WILLIAM A 888 SEVENTH AVENUE, 42ND FLOOR NEW YORK, NY 10019	Â	Â	Â	See footnote (1)

## Signatures

PERSHING SQUARE CAPITAL MANAGEMENT, L.P., By: PS Management GP, LLC, its General Partner, By: /s/ William A. Ackman, Managing Member	09/19/2008
Signature of Reporting Person	Date
PS MANAGEMENT GP, LLC, By: /s/ William A. Ackman, Managing Member	09/19/2008
Signature of Reporting Person	Date
PERSHING SQUARE GP, LLC, By: /s/ William A. Ackman, Managing Member	09/19/2008
Signature of Reporting Person	Date
/s/ William A. Ackman	09/19/2008
Signature of Reporting Person	Date

## Explanation of Responses:

### No securities are beneficially owned

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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### Remarks:

(1) Consistent with Rule 16a-1(a)(1)(v), the entities and persons who previously filed this Form 3 (were not required to do so). Consequently, the Reporting Owners have filed this Form 3, as amended, not required to be filed. The Reporting Owners disclaim any obligation to file any further Form 3 of securities until such time (if any) as is required under applicable law.

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.