Edgar Filing: BARNES & NOBLE INC - Form 4

BARNES &	NOBLE INC											
Form 4												
December 17	7, 2004											
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								-	OMB APPROVAL		
		URITIES AND EXCHANGE COMMISSION <i>Washington</i> , D.C. 20549						3235-0287				
Check thi			Expires:	January 31,								
subject to	subject to STATEMENT OF CHA					CIAI	OW	NERSHIP OF	Estimated a	2005 average		
Section 1		SECUR						burden hours per				
Form 4 or Form 5			a		a .				response	0.5		
obligation	^						•	e Act of 1934,				
may cont	inue. Section 17		of the In	•	•			f 1935 or Sectio	n			
<i>See</i> Instru 1(b).	uction	50(II)		vesuiieii	i Compan	y Act	01 19-	ŧU				
(Print or Type R	Responses)											
LOMBARDI JOSEPH Syn				2. Issuer Name and Ticker or Trading Symbol BARNES & NOBLE INC [BKS]				5. Relationship of Reporting Person(s) to Issuer				
	BARNE	.5 & NU	BLE INC	[BK	5]	(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of	Earliest T	ransaction							
		INC 122	(Month/D)	•				Director X_ Officer (give		o Owner er (specify		
FIFTH AVE	ES & NOBLE, 1	INC, 122	12/15/20)04				below)	below)			
THTTAVL	2							Chief	Financial Offic	er		
(Street) 4.]				. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
NEW YORI	K, NY 10011								More than One Re			
(City)	(State)	(Zip)	Table	e I - Non-l	Derivative	Securit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Da	ate 2A. Dee	med	3.	4. Securi		-		6. Ownership			
Security	(Month/Day/Yea		on Date, if Transaction(A) or Disposed of				l of	Securities	Form: Direct (D) or	Indirect Beneficial		
(Instr. 3)		any (Month/	Code (D) n/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)					Beneficially Owned	Ownership			
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
				a		or		(Instr. 3 and 4)				
Common				Code V		(D)	Price					
Common Stock	12/15/2004			А	50,000 (1)	А	\$0	50,000 <u>(1)</u>	D			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

De Sec	Title of rivative curity str. 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. Transact Code (Instr. 8)	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
					Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addres	s	Relationships								
1	Director	10% Owner	Officer	Other						
LOMBARDI JOSEPH C/O BARNES & NOBLE, ING 122 FIFTH AVE NEW YORK, NY 10011	C		Chief Financial Officer							
Signatures										
/s/ Joseph										
Lombardi 12	/17/2004									

<u>**</u>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) Grant of restricted stock vesting in equal annual installments on December 15 of each of the years 2005 through 2008.

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.