

BARNES & NOBLE INC
Form 4
February 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
KLIPPER MITCHELL S

(Last) (First) (Middle)

C/O BARNES & NOBLE INC., 122 FIFTH AVENUE

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2005

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 below) Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Stock	02/16/2005		M		28,800 (1)	\$ 13.2265 (1)	28,800	D
Common Stock	02/16/2005		S		19,800	\$ 34	9,000	D
Common Stock	02/16/2005		S		1,200	\$ 34.01	7,800	D
Common Stock	02/16/2005		S		4,600	\$ 34.02	3,200	D
Common Stock	02/16/2005		S		1,300	\$ 34.03	1,900	D

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Common Stock	02/16/2005	S	900	D	\$ 34.04	1,000	D
Common Stock	02/16/2005	S	1,000	D	\$ 34.05	0	D
Common Stock	02/17/2005	M	21,300 <u>(1)</u>	A	\$ 13.2265 <u>(1)</u>	21,300	D
Common Stock	02/17/2005	S	300	D	\$ 33.98	21,000	D
Common Stock	02/17/2005	S	400	D	\$ 33.97	20,600	D
Common Stock	02/17/2005	S	1,100	D	\$ 33.95	19,500	D
Common Stock	02/17/2005	S	200	D	\$ 33.94	19,300	D
Common Stock	02/17/2005	S	600	D	\$ 33.93	18,700	D
Common Stock	02/17/2005	S	100	D	\$ 33.92	18,600	D
Common Stock	02/17/2005	S	700	D	\$ 33.91	17,900	D
Common Stock	02/17/2005	S	6,500	D	\$ 33.9	11,400	D
Common Stock	02/17/2005	S	2,700	D	\$ 33.85	8,700	D
Common Stock	02/17/2005	S	500	D	\$ 33.83	8,200	D
Common Stock	02/17/2005	S	300	D	\$ 33.82	7,900	D
Common Stock	02/17/2005	S	100	D	\$ 33.81	7,800	D
Common Stock	02/17/2005	S	7,800	D	\$ 33.8	0	D

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)

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.2265 (1)	02/16/2005		M	28,800 (1)	02/18/2003 07/23/2012	Common Stock	28,800 (1)
Stock Option (Right to Buy)	\$ 13.2265 (1)	02/17/2005		M	21,300 (1)	02/18/2003(2) 07/23/2012	Common Stock	21,300 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLIPPER MITCHELL S C/O BARNES & NOBLE INC. 122 FIFTH AVENUE NEW YORK, NY 10011			Chief Operating Officer	

Signatures

/s/ Mitchell S. Klipper
Date: 02/18/2005

**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).
- These options were granted on July 24, 2002. The number of shares and the related exercise price have been adjusted to reflect the
- (1) Issuer's spin-off transaction effected on November 12, 2004 which divided all outstanding shares by 1.41534 and multiplied all related shares by the same number.
 - (2) Of these options, 6,830 became exercisable on February 18, 2003 and the balance became exercisable on February 18, 2004.

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