

BARNES & NOBLE INC  
Form 4  
July 15, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
**LOMBARDI JOSEPH**

(Last) (First) (Middle)

**C/O BARNES & NOBLE, INC, 122 FIFTH AVE**

(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)  
**07/13/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/13/2005		M		17,691 (1) \$ 13.2265 (1)	D	
Common Stock	07/13/2005		M		2,653 (1) \$ 11.2694 (1)	D	
Common Stock	07/13/2005		M		29,656 (1) \$ 13.5727 (1)	D	
Common Stock	07/13/2005		S		500 D \$ 41.08	D	

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Common Stock	07/13/2005	S	200	D	\$ 41.05	101,280	D
Common Stock	07/13/2005	S	200	D	\$ 41.01	101,080	D
Common Stock	07/13/2005	S	4,500	D	\$ 41	96,580	D
Common Stock	07/13/2005	S	500	D	\$ 40.98	96,080	D
Common Stock	07/13/2005	S	10,000	D	\$ 40.97	86,080	D
Common Stock	07/13/2005	S	1,500	D	\$ 40.96	84,580	D
Common Stock	07/13/2005	S	3,500	D	\$ 40.95	81,080	D
Common Stock	07/13/2005	S	10,000	D	\$ 40.94	71,080	D
Common Stock	07/13/2005	S	100	D	\$ 40.93	70,980	D
Common Stock	07/13/2005	S	9,900	D	\$ 40.92	61,080	D
Common Stock	07/13/2005	S	2,800	D	\$ 40.78	58,280	D
Common Stock	07/13/2005	S	6,300	D	\$ 40.77	51,980	D

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

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SEC 1474  
(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A)	(D)	

Stock Option (Right to Buy)	\$ 13.2265 <u>(1)</u>	07/13/2005	M	17,691 <u>(1)</u>	07/24/2004	07/23/2012	Common Stock	17,691 <u>(1)</u>
Stock Option (Right to Buy)	\$ 11.2694 <u>(1)</u>	07/13/2005	M	2,653 <u>(1)</u>	03/13/2004 <sup>(2)</sup>	03/12/2013	Common Stock	2,653 <u>(1)</u>
Stock Option (Right to Buy)	\$ 13.5727 <u>(1)</u>	07/13/2005	M	29,656 <u>(1)</u>	05/02/2004	05/01/2013	Common Stock	29,656 <u>(1)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOMBARDI JOSEPH C/O BARNES & NOBLE, INC 122 FIFTH AVE NEW YORK, NY 10011			Chief Financial Officer	

## Signatures

/s/ Joseph  
Lombardi

07/15/2005

    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).
- (1) The number of shares subject to such options and the related exercise price have been adjusted to reflect the Issuer's spin-off transaction on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.
- (2) One-half of these options became exercisable on March 13 of each of the years 2004 and 2005.

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.