Edgar Filing: Troia Christopher - Form 4

| Troia Christo | opher | | | | | | | | | | | |
|---|-----------------------------------|---|---|---------------------|--------|-------------|--|----------------------------|---|------------------------|----------------------|--|
| Form 4 | | | | | | | | | | | | |
| March 22, 20 |)06 | | | | | | | | | | | |
| FORM | 4 | | | | | E Wa | | | | OMB A | PPROVAL | |
| | UNITE | D STATES | | ITIES A hington | | | | IGE C | COMMISSION | OMB Number: | 3235-0287 | |
| Check thi if no long | | | | | | | | Expires: | January 31, | | | |
| subject to | | EMENT O | F CHAN | | | | CIAI | \mathbf{OW} | NERSHIP OF | Estimated average | | |
| Section 1 | Section 16. SECURITIES | | | | | | | | burden hours per | | | |
| Form 4 or | | | ~ | | ~ | | _ | _ | | response | 0.5 | |
| Form 5 obligatior | • · · · · | | | | | | | - | e Act of 1934, | | | |
| may conti | | | | • | • | | | | f 1935 or Sectio | n | | |
| <i>See</i> Instru 1(b). | iction | 30(h) | of the Inv | vestment | t Con | npany | ' Act | of 194 | 10 | | | |
| (Print or Type R | Responses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Troia Christopher | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | BARNES & NOBLE INC [BKS] | | | | | | | | | | |
| (Last) | (First) | (Middle) | 3. Date of | | ransac | ction | | | | | | |
| | ES & NOBLE | INC 122 | (Month/D) 03/20/20 | - | | | | | Director X Officer (give | | Owner er (specify | |
| FIFTH AVE | | , IIVC., 122 | 03/20/20 | 000 | | | | | below) | below) | | |
| 111 111 / 10 | A VOL | | | | | | | | Chief Ir | nformation Offi | cer | |
| | | 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 YORK | K, NY 10011 | | | | | | | | | fore than One Re | | |
| (City) | (State) | (Zip) | Table | e I - Non-l | Deriva | ative S | ecurit | ies Acq | uired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | on Date, if Transaction(A) or Disposed of Code (D) | | | | | of | Securities Beneficially | 6. Ownership Form: Direct (D) or | Indirect Beneficial | | |
| | | Day/Year) | (In: | (Instr. 3, 4 and 5) | | | Owned Following Reported | Indirect (I) (Instr. 4) | Ownership (Instr. 4) | | | |
| | | | | | | | (A) | | Transaction(s) | | | |
| | | | | Code V | / Ar | mount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 03/20/2006 | | | A | | ,000 | A | \$0 | 21,260 | 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)

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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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | le and unt of rlying rities : 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna 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 |
| Troia Christopher C/O BARNES & NOBLE, 122 FIFTH AVENUE NEW YORK, NY 10011 | , INC. | | | Chief Information Officer | |
| Signatures | | | | | |
| /s/ Christopher Troia | 03/22/2 | 006 | | | |

<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 shares vesting in equal installments on March 20 of each of the years 2007 through 2011.

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.