

BARNES & NOBLE INC
 Form 4
 April 04, 2006

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 *
 DEASON DAVID S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O BARNES & NOBLE INC., 122 FIFTH AVE

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

V.P., B&N Development

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10011

(City) (State) (Zip)

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 or Price					
Common Stock	03/31/2006		M		\$ 17,692 <u>(1)</u>	A	13.2265 <u>(1)</u>	41,277	D	
Common Stock	03/31/2006		M		\$ 928 <u>(1)</u>	A	11.2694 <u>(1)</u>	42,205	D	
Common Stock	03/31/2006		S		\$ 18,620 <u>(2)</u>	D	46.3967 <u>(2)</u>	23,585	D	
Common Stock	04/03/2006		M		\$ 17,692 <u>(1)</u>	A	\$ 22.892 <u>(1)</u>	41,277	D	

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Common Stock	04/03/2006	M	929 ⁽¹⁾	A	\$ 11.2694 ₍₁₎	42,206	D
Common Stock	04/03/2006	S	18,621	D	\$ 46.5	23,585	D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 13.2265 ₍₁₎	03/31/2006		M	17,692 ₍₁₎	07/24/2005 07/23/2012	Common Stock	17,692 ₍₁₎	
Stock Option (Right to Buy)	\$ 11.2694 ₍₁₎	03/31/2006		M	928 ₍₁₎	03/13/2006 03/12/2013	Common Stock	928 ₍₁₎	
Stock Option (Right to Buy)	\$ 22.892 ₍₁₎	04/03/2006		M	17,692 ₍₁₎	03/23/2006 03/22/2014	Common Stock	17,692 ₍₁₎	
Stock Option (Right to Buy)	\$ 11.2694 ₍₁₎	04/03/2006		M	929 ₍₁₎	03/13/2006 03/12/2013	Common Stock	929 ₍₁₎	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DEASON DAVID S
C/O BARNES & NOBLE INC.
122 FIFTH AVE
NEW YORK, NY 10011

V.P., B&N Development

Signatures

/s/ David S.
Deason

04/04/2006

__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).

The number of shares subject to such options and the related exercise price have been adjusted to reflect the Issuer's spin-off transaction

- (1) effected on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.
- (2) Represents the sale of 18,620 shares in 12 transactions at prices ranging from \$46.30 to \$46.49 per share, resulting in a weighted average sale price per share of \$46.3967.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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