Troia Christopher Form 4 April 27, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

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January 31, 2005

0.5

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may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Troia Christopher

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

BARNES & NOBLE INC [BKS] (Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year)

Other (specify \_X\_\_ Officer (give title below)

C/O BARNES & NOBLE, INC., 122 04/25/2006 FIFTH AVENUE

(Street)

(First)

**Chief Information Officer** 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10011

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/25/2006		M	3,538 (1)	A	\$ 22.7154 (1)	26,408	D	
Common Stock	04/25/2006		M	8,845 (1)	A	\$ 13.2265 (1)	35,253	D	
Common Stock	04/25/2006		M	2,434 (1)	A	\$ 11.2694	37,687	D	
Common Stock	04/25/2006		M	17,691 (1)	A	\$ 24.1497	55,378	D	

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					<u>(1)</u>		
Common Stock	04/25/2006	M	689 <u>(1)</u>	A	\$ 21.6697 (1)	56,067	D
Common Stock	04/25/2006	M	17,691 (1)	A	\$ 22.9839 (1)	73,758	D
Common Stock	04/25/2006	S	50,888	D	\$ 45.0169 (2)	22,870	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)	Secu Acqu or Da (D)	rities nired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 22.7154	04/25/2006		M		3,538 (1)	06/01/2005	06/01/2011	Common Stock	3,538 (1)
Stock Option (Right to Buy)	\$ 13.2265	04/25/2006		M		8,845 (1)	07/24/2005	07/23/2012	Common Stock	8,845 (1)
Stock Option (Right to Buy)	\$ 11.2694	04/25/2006		M		2,434 (1)	03/13/2006(3)	03/12/2013	Common Stock	2,434 (1)
Stock Option (Right to Buy)	\$ 24.1497	04/25/2006		M		17,691 (1)	02/05/2006(4)	02/04/2014	Common Stock	17,691 (1)

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Stock Option (Right to Buy)	\$ 21.6697	04/25/2006	M	689 (1)	06/03/2005	06/02/2014	Common Stock	689 <u>(1</u>
Stock Option (Right to Buy)	\$ 22.9839	04/25/2006	M	17,691 (1)	10/13/2005	10/12/2014	Common Stock	17,691 (1)

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Troia Christopher C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011

**Chief Information Officer** 

## **Signatures**

/s/ Christopher

Troia 04/27/2006

\*\*Signature of Date

Reporting Person

## **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 50,888 shares in 17 separate transactions at prices ranging from \$45.00 to \$45.24 per share, resulting in a weighted average sale price per share of \$45.0169.
- (3) Of these, options with respect to 1,217 shares vested on March 13, 2005 and the balance vested on March 13, 2006.
- (4) Of these, options with respect to 8,845 shares vested on February 5, 2005 and the balance vested on February 5, 2006.

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