

BARNES & NOBLE INC  
Form 4  
April 18, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**KAHN J ALAN**

(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)  
**04/16/2007**

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)

Pres. B&N Publishing Group

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)
Common Stock	04/16/2007		M	(A) or (D) Code V Amount Price M 37,000 \$ 16.096 (1) (1)	42,370	D	
Common Stock	04/16/2007		S	(A) or (D) Code V Amount Price S 37,000 \$ 40.5108 (2) (2)	5,370	D	
Common Stock	04/17/2007		M	(A) or (D) Code V Amount Price M 50,000 \$ 16.096 (1) (1)	55,370	D	
Common Stock	04/17/2007		S	(A) or (D) Code V Amount Price S 50,000 \$ 40.5057 (3) (3)	5,370	D	

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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
Stock Option (Right to Buy)	\$ 16.096 <u>(1)</u>	04/16/2007		M	37,000 <u>(1)</u>	09/10/1999 09/09/2007	Common Stock	37,000 <u>(1)</u>
Stock Option (Right to Buy)	\$ 16.096 <u>(1)</u>	04/17/2007		M	50,000 <u>(1)</u>	09/10/1999 09/09/2007	Common Stock	50,000 <u>(1)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAHN J ALAN C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011			Pres. B&N Publishing Group	

## Signatures

/s/ J. Alan Kahn                      04/18/2007

\*\*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).
- (1) The number of shares subject to such options and the related exercise price have been adjusted to reflect the Issuer's (i) two-for-one stock split effected on September 22, 1997 and (ii) spin-off transaction effected on November 12, 2004 which divided all outstanding exercise

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prices by 1.41534 and multiplied all related shares by the same number.

- (2) Represents the sale of 37,000 shares in six separate transactions at prices ranging from \$40.50 to \$40.61 per share, resulting in a weighted average sale price per share of \$40.5108.
- (3) Represents the sale of 50,000 shares in four separate transactions at prices ranging from \$40.50 to \$40.55 per share, resulting in a weighted average sale price per share of \$40.5057.

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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