KAHN J ALAN Form 4 May 04, 2007

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Repo KAHN J ALAN	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		BARNES & NOBLE INC [BKS]	(Check all applicable)		
(Last) (First)	(Middle)	3. Date of Earliest Transaction			
C/O BARNES & NOBL FIFTH AVENUE	E, INC., 122	(Month/Day/Year) 05/02/2007	Director 10% Owner _X_ Officer (give title Other (specif below) below)  Pres. B&N Publishing Group		
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
			Form filed by More than One Reporting		

#### NEW YORK, NY 10011

(City)	(State)	(Z <sub>1</sub> p) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (A) or	` '	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	05/02/2007		M	9,200 (1)	A	\$ 16.096 (1)	14,570	D	
Common Stock	05/02/2007		S	9,200	D	\$ 40.6058 (2)	5,370	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.

SEC 1474

(9-02)

Person

#### Edgar Filing: KAHN J ALAN - Form 4

### 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. Transactic Code (Instr. 8)	Secu Acqu (A) o Disp (D)	or or osed of r. 3, 4,	6. Date Exerci- Expiration Dat (Month/Day/Y	e	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.096 (1)	05/02/2007		M		9,200 (1)	09/10/2000	09/09/2007	Common Stock	9,200

### **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

 $\mathbf{D}$ 

### **Signatures**

/s/ J. Alan Kahn 05/04/2007

\*\*Signature of 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 (i) two-for-one stock (1) split effected on September 22, 1997 and (ii) spin-off transaction 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 9,200 shares in five separate transactions at prices ranging from \$40.60 to \$40.64 per share, resulting in a weighted average sale price per share of \$40.6058.

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.

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