Edgar Filing: BARNES & NOBLE INC - Form 4

BARNES &	NOBLE INC										
Form 4	-										
June 14, 200											
FORM	14 LINETED	SECU						OMB APPROVAL			
Washington, D.C. 20549					UNINIISSIUN	OMB Number:	3235-0287				
Check th if no lon	Ger	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
subject t											
Section 16.			SECURITIES						burden hours per		
Form 4 o Form 5	Section 16(a) of the Securities Exchange Act of 1934,						response	0.5			
obligatio	ons Section 17						-	1935 or Section			
may con <i>See</i> Instr 1(b).	lunue.			nvestmen	•	-	•				
1(0).											
(Print or Type	Responses)										
1. Name and A	g Person <u>*</u>	2. Issuer Name and Ticker or Trading				ng	5. Relationship of Reporting Person(s) to				
BERDON MATTHEW A			Symbol					Issuer			
			BARNES & NOBLE INC [BKS]					(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction					(encer an applicable)			
			(Month/Day/Year)					_X_Director10% Owner			
C/O BARNES & NOBLE INC., 122 FIFTH AVE			06/12/2007				:	Officer (give titleOther (specify below) below)			
			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check			
								Applicable Line)			
NEW YOR	K, NY 10011							_X_ Form filed by Or Form filed by Mo			
								Person			
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of	2. Transaction Date			3.	4. Securities Acquired (A)			5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any		, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially	Ownership Form:	Indirect Beneficial	
(Instr. 5)		(Month/D	ay/Year))	Owned		Ownership	
								Following	or Indirect	(Instr. 4)	
						(A)		Reported Transaction(s)	(I) (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 1)		
Common	0.6.11.2.120.007				28,306		\$ 16.96	06.006	D		
Stock	06/12/2007			Μ	<u>(1)</u>	А	(1) (2)	96,326	D		
							\$				
Common	06/12/2007			S	28,306	D	40.4332	2 68,020	D		
Stock						(3)					

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

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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)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 16.96 (1) (2)	06/12/2007		М	28,300 (1)	<u>(4)</u>	03/12/2011	Common Stock	28,306 (1)	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BERDON MATTHEW A C/O BARNES & NOBLE INC. 122 FIFTH AVE NEW YORK, NY 10011	Х					
Signatures						
/s/ Matthew A. 06/1	4/2007					

Berdon <u>**</u>Signature of Reporting Person 06/14/200 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 November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.
- (2) Reflects repricing indicated on Form 4 filed April 4, 2007.
- (3) Represents the sale of 28,306 shares in thirteen separate transactions at prices ranging from \$40.30 to \$40.60 per share, resulting in a weighted average sale price per share of \$40.4332.
- (4) One-fourth of these options became exercisable on March 13 of each of the years 2002 through 2005.

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.