## Edgar Filing: BARNES & NOBLE INC - Form 4

BARNES &	& NOBLE INC								
Form 4									
August 15,	2007								
FORM	ЛД							OMB AP	PROVAL
	UNITED	STATES SE	CURITIES Washington			NGE CO	MMISSION	OMB Number:	3235-0287
Check t								Expires:	January 31,
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Section	16.	SECURITIES						burden hours per	
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may con	ntinue. Section 17	f(a) of the Public 20(b) of the	e Investmer	•	- ·		35 or Section		
<i>See</i> Inst 1(b).	ruction	30(II) 0I U	ie mvesuiiei	n Compan	y Aci	. 01 1940			
(Print or Type	Responses)								
1. Name and RIGGIO L	Address of Reporting	g Person <u>*</u> 2. ] Sym	lssuer Name <b>ai</b> bol	nd Ticker or	Tradin	0	Relationship of I suer	Reporting Perso	on(s) to
•			RNES & NO	OBLE INC	BK	S]	(Chask all applicable)		
(Last)	(First)	(Middle) 3. D	ate of Earliest '	Transaction			(Check	all applicable)	
			nth/Day/Year)				X Director	_X_ 10%	Owner
C/O BARN	NES & NOBLE, 1	INC., 122 08/	10/2007				XOfficer (give t low)	itle Other below)	r (specify
FIFTH AV	ENUE						· · · · · · · · · · · · · · · · · · ·	an of the Board	1
	(Street)	4. If	Amendment, I	Date Origina		6.	Individual or Joi	nt/Group Filing	g(Check
			d(Month/Day/Ye	-			plicable Line)	<b>I</b> (	
						_X	E Form filed by Or		
NEW YOF	RK, NY 10011					Pe	_ Form filed by Mo rson	ore than One Rep	orung
(City)	(State)	(Zip)	Table I - Non	-Derivative	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code	4. Securitie orDisposed of (Instr. 3, 4) Amount	f (D)	Price	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	00/10/2007		<b>D</b> (1)	100,000		\$	12 064 507	D (3)	
Stock	08/10/2007		P <u>(1)</u>	(2)	А	32.6433	12,964,597	$D(\underline{3})$	

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.

(2)

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RIGGIO LEONARD C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011	Х	Х	Chairman of the Board				
Signatures							

/s/ Leonard Riggio	08/15/2007		
<u>**</u> Signature of	Date		

Signature of 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).
- This Form is being filed to amend the Form 4 filed yesterday by the Reporting Person solely to correct the Transaction Code from "A" to (1)"P".
- Represents the purchase of 100,000 shares pursuant to Securities Exchange Act Rule 10b-18 in 112 separate transactions at per share (2)prices ranging from \$30.94 to \$33.38, resulting in a weighted average purchase price per share of \$32.6433.
- Of these shares (i) 3,432,934 shares are owned indirectly through Barnes & Noble College Booksellers, Inc., a New York corporation of (3) which all of the currently outstanding voting securities are owned by the Reporting Person, and (ii) 712,473 shares are owned indirectly in a rabbi trust established by the Issuer for the benefit of the Reporting Person.

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.