BOTTINI MARK

Form 4 April 23, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

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

may continue. See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOTTINI MARK**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

BARNES & NOBLE INC [BKS] 3. Date of Earliest Transaction

(Check all applicable)

C/O BARNES & NOBLE INC., 122

(Middle)

(Zip)

Director 10% Owner X_ Officer (give title Other (specify

(First)

04/03/2006

below)

FIFTH AVENUE

(Street)

(State)

(Month/Day/Year)

V.P., Director of Stores 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10011

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

D

(A) V Amount (D)

Transaction(s) (Instr. 3 and 4)

Common 04/03/2006 Stock

Price F 107 D

4,547 (1) (2)

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

46.25

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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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired		Securities	(Instr. 5)	Bene	
	Derivative						(Instr. 3 and	4)	Own	
	Security								Follo	
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amou	ınt	
								or		
						Date	Expiration	Title Numb	er	
						Exercisable	Date	of		
				Code V	(A) (D)			Shares	S	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

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

V.P., Director of Stores

Signatures

/s/ Mark Bottini 04/23/2008 **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).
- This Form 4 has been filed to correct the total amount of securities beneficially owned by the Reporting Person as reported in Column 5 of Table I, which overstated the number of shares owned by 107 shares due to a failure to report a reportable transaction. All Form 4's containing transactions which occurred subsequent to April 3, 2006 are deemed amended to reduce the reported Column 5 amounts by 107 shares.
- The number of shares reported in Column 5 of Table 1 have been further adjusted to reduce the reported Column 5 amount by 145 shares as described in the amended Form 4 filed by the Reporting Person concurrently herewith.

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.

Reporting Owners 2