

BARNES & NOBLE INC  
 Form 3  
 June 13, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Carey Jaime		(Month/Day/Year)	BARNES & NOBLE INC [BKS]	
(Last)	(First)	(Middle)	06/03/2008	
C/O BARNES & NOBLE INC., Â 122 FIFTH AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Merchandising Officer	
NEW YORK, Â NY Â 10011				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	526 <sup>(1)</sup>	D	Â
Common Stock	533 <sup>(2)</sup>	D	Â
Common Stock	746 <sup>(3)</sup>	D	Â
Common Stock	965 <sup>(4)</sup>	D	Â
Common Stock	30,000 <sup>(5)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	Â <u>(6)</u>	03/23/2014	Common Stock	14,153	\$ 22.892	D Â
Stock Option (Right to Buy)	Â <u>(7)</u>	06/02/2014	Common Stock	1,471	\$ 22.977	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carey Jaime C/O BARNES & NOBLE INC. 122 FIFTH AVENUE NEW YORK, NY 10011	Â	Â	Â Chief Merchandising Officer	Â

## Signatures

/s/ Jaime Carey                      06/12/2008

         \*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Grant of restricted shares on April 1, 2005, with 180 shares vesting on April 1, 2009.
- (2) Grant of restricted shares on March 27, 2006, with 164 shares vesting on each of March 27, 2009 and March 27, 2010.
- (3) Grant of restricted shares on May 9, 2007, with 204 shares vesting on each of May 9, 2009, May 9, 2010 and May 9, 2011.
- (4) Grant of restricted shares on April 1, 2008 vesting in four equal annual installments on April 1 of 2009 through 2012.
- (5) Grant of restricted shares on May 12, 2008 vesting in four equal annual installments on May 12 of 2009 through 2012.
- (6) Grant of option on March 24, 2004 vesting in four equal annual installments on March 24 of 2005 through 2008.
- (7) Grant of option on June 3, 2004 vesting in four equal annual installments on June 3 of 2005 through 2008.

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.