

Gilbert Daniel A.
Form 3
July 02, 2012

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 and Ticker or Trading Symbol	
Â Gilbert Daniel A.		(Month/Day/Year)	BARNES & NOBLE INC [BKS]	
(Last)	(First)	07/01/2012		
			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O BARNES & NOBLE, INC.,Â 122 FIFTH AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
NEW YORK,Â NYÂ 10011			(give title below)	(specify below)
(City)	(State)	(Zip)	EVP, Operations & Cust. Serv.	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

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	123,327 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option (right to buy)	2	11/14/2021	Common Stock 60,000 \$ 15.78	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gilbert Daniel A. C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011			EVP, Operations & Cust. Serv.	

Signatures

/s/ Eugene V. DeFelice, as Attorney-in-Fact for Daniel A. Gilbert
 07/01/2012
 **Signature of Reporting Person Date

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) Consists of: (a) grant of 100,000 restricted shares on May 3, 2010, vesting in four equal annual installments on May 3 of each of the years 2011 through 2014, less 18,340 shares withheld by the Issuer to cover applicable withholding taxes for vested shares; and (b) grant of 41,667 restricted stock units (payable solely in common stock of the Issuer on each vesting date) on May 23, 2011, with 25% vesting on May 23, 2013, 25% vesting on May 23, 2014 and the remaining 50% vesting on May 23, 2015.
- (2) Stock option, with 25% vesting on November 15, 2013, 25% vesting on November 15, 2014 and the remaining 50% vesting on November 15, 2015.

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Remarks:

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Daniel A. Gilbert

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.