

IANNONE JAMIE
 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 IANNONE JAMIE		(Month/Day/Year)	BARNES & NOBLE INC [BKS]	
(Last)	(First)	(Middle)	07/01/2012	
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)	
NEW YORK, Â NY Â 10011			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below)	(specify below)
(Zip)			Pres., B&N Digital Products	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	152,347 ⁽¹⁾	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)

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)	11/14/2021	Common Stock	100,000 \$ 15.78	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IANNONE JAMIE C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011			Pres., B&N Digital Products	

Signatures

/s/ Eugene V. DeFelice, as Attorney-in-Fact for Jamie Iannone

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).

- Consists of: (a) grant of 75,000 restricted shares on August 3, 2009, vesting in four equal annual installments on August 3 of each of the years 2010 through 2013, less 9,792 shares withheld by the Issuer to cover applicable withholding taxes for vested shares; (b) grant of 50,000 restricted shares on September 1, 2010, vesting in four equal annual installments on September 1 of each of the years 2011 through 2014, less 4,528 shares withheld by the Issuer to cover applicable withholding taxes for vested shares; and (c) 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.
- (1) Stock option, with 25% vesting on November 15, 2013, 25% vesting on November 15, 2014 and the remaining 50% vesting on November 15, 2015.

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Jamie Iannone

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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