#### **BARNES & NOBLE INC**

Form 5 May 29, 2013

### FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number:

1.0

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

Check this box if

January 31, Expires: 2005 Estimated average

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer RIGGIO LEONARD Symbol BARNES & NOBLE INC [BKS] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) \_X\_ Director \_X\_\_ 10% Owner \_X\_\_ Officer (give title Other (specify 04/27/2013 below) below) C/O BARNES & NOBLE, Chairman of the Board INC., 122 FIFTH AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

NEW YORK, NYÂ 10011

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Tab	ole I - Non-Dei	rivative Secu	ırities	Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securitie (A) or Disp (Instr. 3, 4)	osed o	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/02/2012	Â	G <u>(1)</u>	450,000	D	\$0	10,970,283	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	5,513,349	I	By Trust and Corp.

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.

**SEC 2270** (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transaction	5. Number	6. Date Exercise Expiration D	ate	7. Title	t of	8. Price of Derivative	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		rear)	Underly Securiti (Instr. 3	ies	Security (Instr. 5)	
					(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

D

Is

## **Reporting Owners**

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	

RIGGIO LEONARD C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NYÂ 10011

 $\hat{A} \ X \qquad \hat{A} \ X \qquad \hat{A} \ Chairman \ of the \ Board \quad \hat{A}$ 

## **Signatures**

/s/ Leonard Riggio 05/29/2013

\*\*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).
- (1) Gift of 450,000 shares to The Riggio Foundation.

Of these shares, 712,473 shares are owned indirectly in a rabbi trust established by the Issuer for the benefit of the Reporting Person, and 4,800,876 shares are owned indirectly through LRBKS Holdings, Inc., a Delaware corporation beneficially owned by the Reporting Person and Louise Riggio.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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