BARNES & NOBLE INC

Form 5 May 29, 2013

FORM 5

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20540

OMB Number: 3235-0362

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

Check this box if

Washington, D.C. 20549

Expires: January 31, 2005

1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

may continue. *See* Instruction 1(b).

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 Ad RIGGIO LEC		ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Month/Day/Year) 04/27/2013		(Check all applicable) _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)			
C/O BARNES & NOBLE, INC., 122 FIFTH AVENUE				Chairman of the Board			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			

NEW YORK, NYÂ 10011

(State)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-Dei	rivative Secu	ırities	Acquir	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.

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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)	Derivative			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.

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