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BARNES & NOBLE INC

Form 3

December 03, 2013

(Print or Type Responses)

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

OMB APPROVAL

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SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

30(n) of the investment company rec

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement BARNES & NOBLE INC [BKS] A Herpich Peter M (Month/Day/Year) 11/23/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O BARNES & NOBLE. (Check all applicable) INC., 122 FIFTH AVENUE (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Principal Accounting Officer Person NEW YORK, NYÂ 10011 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 12,624 (1) Common Stock 826.802 (2) I By 401(k) Plan

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	4. Conversion or Exercise	- · · · · · · · · · · · · · · · · · · ·	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		(Instr. 4)	Price of	Derivative	

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Date Expiration Title Exercisable Date

Amount or Derivative Number of Security Shares Security: Direct (D) or Indirect (I)

(I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Other

Herpich Peter M C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NYÂ 10011

 \hat{A} \hat{A} \hat{A} Principal Accounting Officer \hat{A}

Signatures

/s/ Peter M. Herpich 12/03/2013

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Date

- ** 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) grants of restricted shares, which are fully vested, except for 2,500 restricted shares vesting on April 1, 2014; and (b)

 (1) grant of 10,000 restricted stock units (payable solely in common stock of the Issuer on each vesting date) on February 6, 2012, with 25% vesting on February 6, 2014, 25% vesting on February 6, 2015 and the remaining 50% vesting on February 6, 2016.
- Holdings under the Barnes & Noble, Inc. 401(k) Plan are reported in units. Therefore, the securities set forth in Column 2 of Table I are units. The number of units reported herein are based on a plan statement dated as of November 25, 2013. The Barnes & Noble, Inc. 401(k) Plan accounts for interests in the Barnes & Noble, Inc. Stock Fund in units consisting of shares of Barnes & Noble, Inc. common stock and a liquidity component. As a result, the number of underlying shares may fluctuate from time to time.

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Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Peter M. Herpich

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.

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