BARNES & NOBLE INC

Form 3

September 27, 2011

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

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement BARNES & NOBLE INC [BKS] **Â** Liberty Interactive Corp (Month/Day/Year) 09/19/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 12300 LIBERTY BOULEVARD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X__ 10% Owner Director _X_ Form filed by One Reporting Officer Other Person ENGLEWOOD, Â COÂ 80112 (give title below) (specify below) Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5)

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
	Date Exercisable Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Liberty Interactive Corp
12300 LIBERTY BOULEVARD Â Â X Â X

ENGLEWOOD, COÂ 80112

Signatures

LIBERTY INTERACTIVE CORPORATION By: /s/ Craig Troyer, Vice
President

09/27/2011

**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).
- The Series J Preferred Stock is convertible into shares of common stock at any time following the Issuer's 2011 annual meeting of stockholders, which is scheduled to occur on October 28, 2011, at a conversion rate determined in accordance with the provisions of the Certificate of Designations for the Series J Preferred Stock and subject to customary antidilution adjustment provisions. The initial conversion rate is 58.8235 shares of common stock for each share of Series J Preferred Stock.
- (2) The Series J Preferred Stock is mandatorily redeemable on the tenth anniversary of the original issuance date.
- (3) The shares of Series J Preferred Stock are held directly by Liberty GIC, Inc., which, on the date of purchase of the Series J Preferred Stock, was an indirect wholly owned subsidiary of the Reporting Person.

Â

Remarks:

a currently valid OMB number.

On September 22, 2011, the Reporting Person changed its name from "Liberty Media Corporation"Â to 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

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