BARNES & NOBLE INC
Form SC 13D/A
June 28, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 10)

BARNES & NOBLE, INC.

(Name of Issuer)

Common Stock, $.001 par value
(Title of Class of Securities)

067774109
(CUSIP Number)

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Mr. Peter J. Eichler, Jr.
Aletheia Research & Management, Inc.
100 Wilshire Boulevard, Suite 1900
Santa Monica, CA 90401
(310)-899-0800

June 21, 2011
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4) check the following box [ ].

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13D

CUSIP No. 067774109

1. NAMES OF REPORTING PERSONS
S.S. or I.R.S. Identification Nos. of above persons.

Aletheia Research & Management, Inc., IRS No. 95-4647814

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER **3,244,119 shares of Common Stock**
	8.	SHARED VOTING POWER **0**
	9.	SOLE DISPOSITIVE POWER

3,244,119 shares of Common Stock
SHARED DISPOSITIVE POWER

10.

0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

3,244,119 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12.

[ ]
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

5.38%
TYPE OF REPORTING PERSON

14.

IA

Item 1. Security and Issuer.
This statement relates to the Common Stock, $.001 par value per share (the "Common Stock"), of Barnes & Noble, Inc., a Delaware corporation (the "Issuer"). The Issuer maintains its principal executive office at 122 Fifth Avenue, New York, New York 10011.

Item 2. Identity and Background.
(a) This statement is filed by Aletheia Research & Management, Inc., a California corporation ("Aletheia"), with respect to shares of the Issuer s Common Stock held by managed accounts over which Aletheia has discretionary authority and through partnerships with respect to which Aletheia serves as general partner. Peter J. Eichler, Jr. is the Chief Executive Officer of Aletheia.

(b)-(f) Aletheia filed an initial Schedule 13D for an event of November 30, 2009 (the "Initial Schedule"), an Amendment No. 1 for an event of January 8, 2010, an Amendment No. 2 for an event of January 25, 2010, an Amendment No. 3 for an event of January 31, 2010, an Amendment No. 4 for an event of May 18, 2010, an Amendment No. 5 for an event of September 9, 2010, an Amendment No. 6 for an event of October 19, 2010, an Amendment No. 7 for an event of December 17, 2010, an Amendment No. 8 for an event of April 20, 2011, and an Amendment No. 9 for an event of June 1, 2011 (collectively, the "Previous Amendments"). Except to the extent set forth in this Amendment, the information in the Initial Schedule and Previous Amendments remains unchanged. The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 10) shall not be construed to be an admission by Aletheia that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act, as amended.

Item 3. Source and Amount of Funds or Other Consideration.
Aletheia owns 3,244,119 shares of the Issuer s Common Stock on behalf of managed accounts and partnerships with respect to which Aletheia serves as general partner. Such managed accounts and partnerships have collectively paid $60,180,370 from their working capital for such shares.

Item 5. Interest in Securities of the Issuer.
(a) The number of shares of the Issuer s Common Stock and the percentage of the outstanding shares (based upon 60,247,771 shares of Common Stock outstanding as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended January 29, 2011) directly or indirectly beneficially owned by the Reporting Person is as follows:

Name	Number of Shares	Percentage of Outstanding Shares
Aletheia	3,244,119	5.38%

(b) Aletheia has sole power to vote and sole power to dispose or to direct the disposition of 3,244,119 shares of the Issuer s Common Stock.

(c) See Appendix 1 annexed hereto.

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(d) Certain persons have the right to receive dividends from or the proceeds of sale of certain of the shares of the Issuer s Common Stock included in this statement. No such person individually has the right to receive dividends or proceeds relating to shares of the Issuer s Common Stock constituting more than 5% of the class of the Issuer s Common Stock.

(e)

Not applicable.

Signatures

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 27, 2011

ALETHEIA RESEARCH & MANAGEMENT, INC.

By: /s/ Peter J. Eichler, Jr.
Peter J. Eichler, Jr.
Chief Executive Officer

APPENDIX I
TRANSACTIONS IN BARNES & NOBLE, INC.
COMMON STOCK - SINCE LAST FILING

Trade Date	Number of Shares Purchased	Purchase Price	Average Share Price for Purchases	Number of Shares Sold	Sales Price	Average Share Price for Sales
06/06/11	540	9,865	18.27	23,385	432,405	18.49
06/07/11	110	2,129	19.36	150	2,846	18.97
06/08/11	0	0		16,810	321,579	19.13
06/09/11	0	0		3,065	60,485	19.73
06/10/11	80	1,589	19.87	66,372	1,293,966	19.50
06/13/11	0	0		64,379	1,251,170	19.43
06/14/11	0	0		64,991	1,299,529	20.00
06/15/11	0	0		49,275	962,439	19.53
06/16/11	271	5,286	19.51	32,835	645,151	19.65
06/17/11	200	4,034	20.17	173	3,464	20.02
06/20/11	589	12,210	20.73	6,200	127,832	20.62
06/21/11	6	117	19.51	282,050	5,417,936	19.21
06/22/11	0	0		507,315	9,392,634	18.51
06/23/11	29	531	18.31	647,056	11,523,749	17.81
06/24/11	46	814	17.70	30,262	530,582	17.53