

ROSEN MICHAEL N  
Form 4/A  
April 04, 2007

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROSEN MICHAEL N

(Last) (First) (Middle)

C/O BARNES & NOBLE INC, 122  
FIFTH AVE

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

BARNES & NOBLE INC [BKS]

3. Date of Earliest Transaction  
(Month/Day/Year)

04/02/2007

4. If Amendment, Date Original  
Filed(Month/Day/Year)

04/05/2005

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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  
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SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 16.71	04/02/2007	D	V		21,230	<u>(2)</u>	03/12/2011	Common Stock	21,230	
Employee Stock Option (right to buy)	\$ 16.96	04/02/2007	A	V	21,230		<u>(2)</u>	03/12/2011	Common Stock	21,230	
Employee Stock Option (right to buy)	\$ 16.71	04/02/2007 <sup>(1)</sup>	D	V		7,077	<u>(2)</u>	03/12/2011	Common Stock	7,077	
Employee Stock Option (right to buy)	\$ 16.96	04/02/2007 <sup>(1)</sup>	A	V	7,077		<u>(2)</u>	03/12/2011	Common Stock	7,077	
Employee Stock Option (right to buy)	\$ 34.19	04/02/2007 <sup>(1)</sup>	D	V		20,000	<u>(2)</u>	03/31/2015	Common Stock	20,000	
Employee Stock Option (right to buy)	\$ 35.77	04/02/2007 <sup>(1)</sup>	A	V	20,000		<u>(2)</u>	03/31/2015	Common Stock	20,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSEN MICHAEL N C/O BARNES & NOBLE INC 122 FIFTH AVE NEW YORK, NY 10011	X			

## Signatures

/s/ Michael N.  
Rosen

04/04/2007

\_\_Signature of  
Reporting Person

Date

## 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) The Employee Stock Option was re-priced on December 21, 2006, in anticipation of a price determination which occurred on April 2, 2007.

(2) The Employee Stock Option vests and becomes exercisable in four equal annual installments beginning on the first anniversary of the original grant.

(3) Represents an increase to the exercise price of the option to the fair market value on the deemed new measurement date recommended by the special committee of the Board of Directors of the Issuer in connection with a review of the stock option grants made by the Issuer. The Reporting Person has agreed not to receive any payment or other consideration in respect of such adjustment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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