

BARNES & NOBLE INC
Form 4
August 24, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RIGGIO LEONARD

2. Issuer Name and Ticker or Trading Symbol
BARNES & NOBLE INC [BKS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O BARNES & NOBLE INC, 122 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2005

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

Chairman of the Board

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10011

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/23/2005		P		1,550	A	\$ 36.85
							12,701,478 (1)
Common Stock	08/23/2005		P		2,500	A	\$ 36.86
							12,703,978 (1)
Common Stock	08/23/2005		P		750	A	\$ 36.87
							12,704,728 (1)
Common Stock	08/23/2005		P		650	A	\$ 36.88
							12,705,378 (1)
Common Stock	08/23/2005		P		650	A	\$ 36.91
							12,706,028 (1)

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Common Stock	08/23/2005	P	1,150	A	\$ 36.92	12,707,178 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	2,100	A	\$ 36.95	12,709,278 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	1,400	A	\$ 36.97	12,710,678 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	4,350	A	\$ 36.98	12,715,028 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	850	A	\$ 36.99	12,715,878 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	3,400	A	\$ 37	12,719,278 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	250	A	\$ 37.01	12,719,528 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	4,150	A	\$ 37.02	12,723,678 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	1,100	A	\$ 37.03	12,724,778 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	1,100	A	\$ 37.04	12,725,878 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	3,950	A	\$ 37.05	12,729,828 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	2,350	A	\$ 37.06	12,732,178 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	850	A	\$ 37.08	12,733,028 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	50	A	\$ 37.09	12,733,078 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	2,800	A	\$ 37.1	12,735,878 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	400	A	\$ 37.11	12,736,278 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	1,800	A	\$ 37.12	12,738,078 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	2,000	A	\$ 37.13	12,740,078 <u>(1)</u>	D <u>(1)</u>
Common Stock	08/23/2005	P	1,100	A	\$ 37.15	12,741,178 <u>(1)</u>	D <u>(1)</u>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIGGIO LEONARD C/O BARNES & NOBLE INC 122 FIFTH AVENUE NEW YORK, NY 10011	X	X	Chairman of the Board	

Signatures

/s/ Leonard Riggio 08/24/2005

**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).

Of these shares (i) 3,157,934 shares are owned indirectly through Barnes & Noble College Booksellers, Inc., a New York corporation of (1) which all of the currently outstanding voting securities are owned by the Reporting Person, and (ii) 712,473 shares are owned indirectly in a rabbi trust established by the Issuer for the benefit of the Reporting Person.

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.