

TOULANTIS MARIE
Form 4
January 11, 2006

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 *
TOULANTIS MARIE

(Last) (First) (Middle)

C/O
BARNESANDNOBLE.COM, 76
NINTH AVENUE

(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)
01/09/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
CEO- barnesandnoble.com

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/09/2006		M		\$ 198,455 (1) A 21.6697 (1)	D	
Common Stock	01/09/2006		S		\$ 198,455 D 42.5641 (2)	D	
Common Stock	01/10/2006		M		\$ 21,183 (1) A 24.5524 (1)	D	
Common	01/10/2006		M		\$ 1,545 (1) A	D	

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Stock					21.6697		
					<u>(1)</u>		
					\$		
Common Stock	01/10/2006		M	10,572	A	18.3702	49,540 D
				<u>(1)</u>		<u>(1)</u>	
						\$	
Common Stock	01/10/2006		S	33,300	D	42.2616	16,240 D
						<u>(3)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 21.6697 <u>(1)</u>	01/09/2006		M	198,455 <u>(1)</u>	06/03/2004	06/02/2014	Common Stock	198,455 <u>(1)</u>
Stock Option (Right to Buy)	\$ 24.5524 <u>(1)</u>	01/10/2006		M	21,183 <u>(1)</u>	03/03/1999 ⁽⁴⁾	03/02/2008	Common Stock	21,183 <u>(1)</u>
Stock Option (Right to Buy)	\$ 21.6697 <u>(1)</u>	01/10/2006		M	1,545 ⁽¹⁾	06/03/2004	06/02/2014	Common Stock	1,545
Stock Option (Right to Buy)	\$ 18.3701 <u>(1)</u>	01/10/2006		M	10,572 <u>(1)</u>	03/09/2002 ⁽⁵⁾	03/08/2009	Common Stock	10,572 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOULANTIS MARIE C/O BARNESANDNOBLE.COM 76 NINTH AVENUE NEW YORK, NY 10011			CEO- barnesandnoble.com	

Signatures

/s/ Marie J.

Toulantis

01/11/2006

**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).

- The number of shares subject to such options and the related exercise price have been adjusted to reflect the Issuer's spin-off transaction effected on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.
- (1) Represents the sale of 198,455 shares in 13 transactions at prices ranging from \$42.49 to \$42.88 per share, resulting in a weighted average sale price per share of \$42.5641.
 - (2) Represents the sale of 33,300 shares in 4 transactions at prices ranging from \$42.25 to \$42.45 per share, resulting in a weighted average sale price per share of \$42.2616.
 - (3) One-fourth of these options became exercisable on March 3 of each of the years 1999 through 2002.
 - (4) One-half of these options became exercisable on March 9 of each of the years 2002 and 2003.

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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