

RIGGIO STEPHEN
Form 4
January 12, 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 *
RIGGIO STEPHEN

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 AVE

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman / CEO

(Street)
NEW YORK, NY 10011

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/10/2006		M		20,358 <u>(1)</u>	A	\$ 12.3204 <u>(1)</u>
Common Stock	01/10/2006		M		304,722 <u>(1)</u>	A	\$ 12.0996 <u>(1)</u>
Common Stock	01/10/2006		M		32,480 <u>(2)</u>	A	\$ 24.5524 <u>(2)</u>
Common Stock	01/10/2006		M		35,242 <u>(2)</u>	A	\$ 18.3702

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					(2)		
					\$		
Common Stock	01/10/2006		S	392,802	D	42.1253	37,411 D
						(3)	

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 12.3204 (1)	01/10/2006		M	20,358 (1)	05/31/1997(4)	05/30/2006	Common Stock	20,358 (1)
Stock Option (Right to Buy)	\$ 12.0996 (1)	01/10/2006		M	304,722 (1)	04/03/1998(5)	04/03/2007	Common Stock	304,722 (1)
Stock Option (Right to Buy)	\$ 24.5524 (2)	01/10/2006		M	32,480 (2)	03/03/1999(6)	03/02/2008	Common Stock	32,480 (2)
Stock Option (Right to Buy)	\$ 18.3702 (2)	01/10/2006		M	35,242 (2)	03/09/2000(7)	03/09/2009	Common Stock	35,242 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIGGIO STEPHEN C/O BARNES & NOBLE INC	X		Vice Chairman / CEO	

122 FIFTH AVE
NEW YORK, NY 10011

Signatures

/s/ Stephen

01/12/2006

Riggio

__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 (i) two-for-one stock split effected on September 22, 1997 and (ii) 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.

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.

(3) Represents the sale of 392,802 shares in thirty-nine separate transactions at prices ranging from \$41.88 to \$42.50 per share, resulting in a weighted average sale price per share of \$42.1253.

(4) One-third of these options became exercisable on May 31 of each of the years 1997 through 1999.

(5) One-fourth of these options became exercisable on April 3 of each of the years 1998 through 2001.

(6) One-fourth of these options became exercisable on March 3 of each of the years 1999 through 2002.

(7) One-fourth of these options became exercisable on March 9 of each of the years 2000 through 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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