

Edgar Filing: BARNES & NOBLE INC - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herpich Peter M C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011	Â	Â	Â Principal Accounting Officer	Â

Signatures

/s/ Peter M.
Herpich

12/03/2013

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Consists of: (a) grants of restricted shares, which are fully vested, except for 2,500 restricted shares vesting on April 1, 2014; and (b)
- (1) grant of 10,000 restricted stock units (payable solely in common stock of the Issuer on each vesting date) on February 6, 2012, with 25% vesting on February 6, 2014, 25% vesting on February 6, 2015 and the remaining 50% vesting on February 6, 2016.
- Holdings under the Barnes & Noble, Inc. 401(k) Plan are reported in units. Therefore, the securities set forth in Column 2 of Table I are units. The number of units reported herein are based on a plan statement dated as of November 25, 2013. The Barnes & Noble, Inc. 401(k) Plan accounts for interests in the Barnes & Noble, Inc. Stock Fund in units consisting of shares of Barnes & Noble, Inc. common stock and a liquidity component. As a result, the number of underlying shares may fluctuate from time to time.

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Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Peter M. Herpich

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.