

BARNES & NOBLE INC
Form 3
December 20, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â FEUER BRADLEY A.
(Last) (First) (Middle)

C/O BARNES & NOBLE,
INC.,Â 122 FIFTH AVENUE

(Street)

NEW YORK,Â NYÂ 10011

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/12/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP, Gen. Counsel & Corp. Secy

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

14,672 ⁽¹⁾

D

Â

Common Stock

2,686.896 ⁽²⁾

I

By 401(k) Plan

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (3)	06/02/2014	Common Stock	400	\$ 22.977	D	Â
Employee Stock Option (right to buy)	Â (4)	03/04/2022	Common Stock	7,500	\$ 13.35	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEUER BRADLEY A. C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011	Â	Â	Â VP, Gen. Counsel & Corp. Secy	Â

Signatures

/s/ Bradley A.
Feuer 12/19/2013

**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 September 1, 2014; and (b) (1) grant of 7,500 restricted stock units (payable solely in common stock of the Issuer on each vesting date) on March 5, 2013, with 25% vesting on March 5, 2015, 25% vesting on March 5, 2016 and the remaining 50% vesting on March 5, 2017.

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 (2) units. The number of units reported herein are based on a plan statement dated as of December 12, 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.

(3) Stock option, vesting in four equal annual installments on June 3 of each of the years 2005 through 2008.

(4) Stock option, with 25% vesting on March 5, 2014, 25% vesting on March 5, 2015 and the remaining 50% vesting on March 5, 2016.

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Remarks:

EXHIBITÂ LISTÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ AttorneyÂ forÂ BradleyÂ A.Â Feuer

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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