

BURKLE RONALD W  
 Form 3  
 November 13, 2009

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â BURKLE RONALD W</p> <p>(Last) (First) (Middle)</p> <p>C/O THE YUCAIPA COMPANIES LLC,Â 9130 WEST SUNSET BOULEVARD</p> <p>(Street)</p> <p>LOS ANGELES,Â CAÂ 90069</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/10/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BARNES &amp; NOBLE INC [BKS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	3,465,797	I	See footnote and Remarks below. <u>(1)</u>
Common Stock	2,283,260	I	See footnote and Remarks below. <u>(2)</u>

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)**

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKLE RONALD W C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	^	^ X	^	^
Yucaipa American Alliance Fund II, LLC C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	^	^	^	Please refer to Remarks below.
YUCAIPA AMERICAN ALLIANCE FUND II LP C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	^	^ X	^	^
Yucaipa American Alliance (Parallel) Fund II, L.P. C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	^	^	^	Please refer to Remarks below.
YUCAIPA AMERICAN MANAGEMENT, LLC C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	^	^	^	Please refer to Remarks below.
YUCAIPA AMERICAN FUNDS, LLC C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	^	^	^	Please refer to Remarks below.

## Signatures

/s/ Ronald W. Burkle (on behalf himself and the other reporting persons)

11/13/2009

\*\*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).

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- (1) These shares are held directly by Yucaipa American Alliance Fund II, L.P. ("YAAF II").
- (2) These shares are held directly by Yucaipa American Alliance (Parallel) Fund II, L.P. ("YAAF II Parallel").

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**Remarks:**

This Form 3 is jointly filed by (i) Ronald W. Burkle, (ii) Yucaipa American Management, LLC ('

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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