

Edgar Filing: SMITH MICHELLE L - Form 3

SMITH MICHELLE L
Form 3
June 14, 2002

FORM 3

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a)
Holding Company Act of 1935 or Section 30(f) of the Investment Company A

1. Name and Address of Reporting Person* Smith Michelle L. <hr/> (Last) (First) (Middle) c/o Barnes & Noble, Inc. 122 Fifth Avenue <hr/> (Street) New York New York 10011 <hr/> (City) (State) (Zip)	2. Date of Event Re- quiring Statement (Month/Day/Year) 6/4/02 3. I.R.S. Identification Number of Reporing Person, if an Entity (Voluntary)	4. Issuer Name and Ticker or Barnes & Noble, Inc. 5. Relationship of Reporting to Issuer (Check all appli <input type="checkbox"/> Director <input type="checkbox"/> 10% O <input checked="" type="checkbox"/> Officer (give <input type="checkbox"/> Other title below) below Vice President, HR Administration -----
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Table 1 - 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. N O -----
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None.

If the form is filed by more than one Reporting Person, see Instruction 5(b) (v).

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

(Print or Type Responses)

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) ----- Date Exer- Expira- cisable tion Date Date -----	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) ----- Title Amount or Number of Shares -----	4. Conversion or Exercise Price of Derivative Security -----	5
Stock Option (Right to Buy)	(1)	3/2/08	Common Stock 2,910	\$34.75

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Stock Option (Right to Buy)	(2)	3/8/09	Common Stock	4,735	\$26.00
Stock Option (Right to Buy)	(3)	1/4/10	Common Stock	7,500	\$19.4375
Stock Option (Right to Buy)	(4)	3/6/10	Common Stock	4,733	\$16.75
Stock Option (Right to Buy)	(5)	3/12/11	Common Stock	2,600	\$23.65

Explanation of Responses:

- (1) One fourth of these options became exercisable on March 3 of each of the years 1999 through 2000.
- (2) One fourth of these options became exercisable on March 9 of each of the years 2000 through 2002 and one fourth of these options become exercisable on March 9, 2003.
- (3) One fourth of these options became exercisable on January 5 of each of the years 2001 and 2002 and one fourth of these options become exercisable on January 5 of each of the years 2003 and 2004.
- (4) One fourth of these options became exercisable on March 7 of each of the years 2001 and 2002 and one fourth of these options become exercisable on March 7 of each of the years 2003 and 2004.
- (5) One fourth of these options became exercisable on March 13, 2002 and one fourth of these options become exercisable on March 13 of each of the years 2003 through 2005.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/Michelle L.

**Signature of Reporter
Michelle L.

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, See Instruction 6 for procedure.

(Print or Type Responses)