

BARNES &amp; NOBLE INC

Form 4

February 17, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KLIPPER MITCHELL S**

(Last) (First) (Middle)

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

(Street)

**NEW YORK, NY 10011**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/15/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Operating Officer

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 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	02/15/2005		M		19,744 (1)	\$ 10.5982 (1)	19,744 D
Common Stock	02/15/2005		M		20,358 (3)	\$ 12.3204 (3)	40,102 D
Common Stock	02/15/2005		M		21,654 (5)	\$ 12.0996 (5)	61,756 D
Common Stock	02/15/2005		M		23,494 (7)	\$ 11.8346	85,250 D

Edgar Filing: BARNES & NOBLE INC - Form 4

					<u>(7)</u>		
Common Stock	02/15/2005	M	114,750 <u>(9)</u>	A	\$ 13.2265 <u>(9)</u>	200,000	D
Common Stock	02/15/2005	S	100	D	\$ 34.27	199,900	D
Common Stock	02/15/2005	S	11,300	D	\$ 34.23	188,600	D
Common Stock	02/15/2005	S	700	D	\$ 34.22	187,900	D
Common Stock	02/15/2005	S	800	D	\$ 34.21	187,100	D
Common Stock	02/15/2005	S	400	D	\$ 34.2	186,700	D
Common Stock	02/15/2005	S	8,900	D	\$ 34.19	177,800	D
Common Stock	02/15/2005	S	2,000	D	\$ 34.18	175,800	D
Common Stock	02/15/2005	S	4,000	D	\$ 34.17	171,800	D
Common Stock	02/15/2005	S	1,900	D	\$ 34.16	169,900	D
Common Stock	02/15/2005	S	49,300	D	\$ 34.15	120,600	D
Common Stock	02/15/2005	S	4,700	D	\$ 34.14	115,900	D
Common Stock	02/15/2005	S	7,400	D	\$ 34.13	108,500	D
Common Stock	02/15/2005	S	500	D	\$ 34.12	108,000	D
Common Stock	02/15/2005	S	300	D	\$ 34.11	107,700	D
Common Stock	02/15/2005	S	30,000	D	\$ 34.1	77,700	D
Common Stock	02/15/2005	S	4,100	D	\$ 34.09	73,600	D
Common Stock	02/15/2005	S	4,800	D	\$ 34.08	68,800	D
Common Stock	02/15/2005	S	3,800	D	\$ 34.07	65,000	D
	02/15/2005	S	1,200	D	\$ 34.05	63,800	D

Edgar Filing: BARNES & NOBLE INC - Form 4

Common  
Stock

Common Stock	02/15/2005	S	1,000	D	\$ 34.04	62,800	D
Common Stock	02/15/2005	S	800	D	\$ 34.03	62,000	D
Common Stock	02/15/2005	S	1,500	D	\$ 34.02	60,500	D
Common Stock	02/15/2005	S	7,000	D	\$ 34.01	53,500	D
Common Stock	02/15/2005	S	53,500	D	\$ 34	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Shares
Stock Option (Right to Buy)	\$ 10.5982 (1)	02/15/2005		M	19,744 (1)	04/04/1996(2) 04/04/2005	Common Stock 19,7 (1)
Stock Option (Right to Buy)	\$ 12.3204 (3)	02/15/2005		M	20,358 (3)	05/31/1997(4) 05/31/2006	Common Stock 20,3 (3)
Stock Option (Right to Buy)	\$ 12.0996 (5)	02/15/2005		M	21,654 (5)	04/03/1998(6) 04/02/2007	Common Stock 21,6 (5)
Stock Option (Right to Buy)	\$ 11.8346 (7)	02/15/2005		M	23,494 (7)	03/07/2001(8) 03/06/2010	Common Stock 23,4 (7)

Buy)

Stock

Option \$ 13.2265

(Right to

Buy)

(9)

02/15/2005

M

114,750

(9)

02/18/2003

07/23/2012

Common

Stock

114,7

(9)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLIPPER MITCHELL S C/O BARNES & NOBLE INC. 122 FIFTH AVENUE NEW YORK, NY 10011			Chief Operating Officer	

## Signatures

/s/ Mitchell S.

Klipper

02/17/2005

\_\_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).

These options were granted on April 4, 1995. The number of shares and the related exercise price have been adjusted to reflect the

(1) 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.

(2) One-third of these options became exercisable on April 4 of each of the years 1996 through 1998.

These options were granted on May 31, 1996. The number of shares and the related exercise price have been adjusted to reflect the

(3) 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.

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

These options were granted on April 3, 1997. The number of shares and the related exercise price have been adjusted to reflect the

(5) 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.

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

These options were granted on March 7, 2000. The number of shares and the related exercise price have been adjusted to reflect the

(7) 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.

(8) One-fourth of these options became exercisable on March 7 of each of the years 2001 through 2004.

These options were granted on July 24, 2002. The number of shares and the related exercise price have been adjusted to reflect the

(9) 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.

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.