KLIPPER MITCHELL S

Form 4

January 12, 2006

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KLIPPER MITCHELL S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			BARNES & NOBLE INC [BKS]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O BARNES & NOBLE INC., 122 FIFTH AVENUE			01/10/2006	_X_ Officer (give title Other (specify below)		
				Chief Operating Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
NEW YORK	NY 1001	1		Form filed by More than One Reporting		

Person

NEW YORK, NY 10011

(City)	(State)	(Zip) Tal	ole I - Non-	Derivative :	Securi	ities Acquire	ed, Disposed of, o	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. Transactic Code (Instr. 8)	4. Securitie or Disposed o (Instr. 3, 4) Amount	f (D)	uired (A) or Price	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)
Common Stock	01/10/2006		M	200,000 (1)	A	\$ 13.2265 (1)	222,060	D	
Common Stock	01/10/2006		M	100,000 (1)	A	\$ 11.87 (1)	322,060	D	
Common Stock	01/10/2006		M	100,000 (1)	A	\$ 13.5939 (1)	422,060	D	
Common Stock	01/10/2006		S	400,000	D	\$ 42.1187	22,060	D	

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

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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. Transactio Code (Instr. 8)	5. Number of tiorDerivative 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 Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Stock Option (Right to Buy)	\$ 13.2265	01/10/2006		M		200,000 (1)	02/18/2004(3)	07/23/2012	Common Stock	200,0
Stock Option (Right to Buy)	\$ 11.87 (1)	01/10/2006		M		100,000	02/18/2003(4)	02/25/2013	Common Stock	100,0
Stock Option (Right to Buy)	\$ 13.5939 (1)	01/10/2006		M		100,000	02/18/2004(5)	04/27/2013	Common Stock	100,0

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

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. U1/12/2006 Klipper

**Signature of Date
Reporting Person

Reporting Owners 2

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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).
- The number of shares subject to such options and the related exercise price have been adjusted to reflect the Issuer's spin-off transaction (1) effected on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same
- (2) Represents the sale of 400,000 shares in thirty separate transactions at prices ranging from \$41.88 to \$42.50 per share, resulting in a weighted average sale price per share of \$42.1187.
- (3) Of these, options with respect to 86,010 shares vested on February 18, 2004 and the balance vested on February 18, 2005.
- Of these, options with respect to 35,383 shares vested on each of February 18, 2003 and February 18, 2004 and the balance vested on February 18, 2005.
- (5) Of these, options with respect to 94,335 shares vested on February 18, 2004 and the balance vested on February 18, 2005.

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.