

BARNES &amp; NOBLE INC

Form 3

December 20, 2013

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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)

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☒ Officer ☐ Other

(give title below) (specify below)

VP, Gen. Counsel &amp; Corp. Secy

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting PersonC/O BARNES & NOBLE,  
INC.,Â 122 FIFTH AVENUE

(Street)

NEW YORK,Â NYÂ 10011

(City)

(State)

(Zip)

**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 <sup>(1)</sup>

D

Â

Common Stock

2,686.896 <sup>(2)</sup>

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)

**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.****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)

# Edgar Filing: BARNES & NOBLE INC - Form 3

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| FEUER BRADLEY A.<br>C/O BARNES & NOBLE, INC.<br>122 FIFTH AVENUE<br>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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