

BARNES &amp; NOBLE INC

Form 4

July 03, 2014

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KEATING MARY ELLEN**

(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)  
**07/03/2014**

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 below) \_\_\_\_ Other (specify below)

Sr. VP Corp. Com. & Pub. Aff.

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/03/2014		M	8,750 A	\$ 15.78	62,033 D	
Common Stock	07/03/2014		S	11,199 D	\$ 22.88	50,834 D	
Common Stock					3,949.98 <sup>(1)</sup>	I	By 401(k) Plan

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  
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SEC 1474  
(9-02)

number.

**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 of Underlying Securities (Instr. 3 and 4)		8. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 15.78	07/03/2014		M	8,750	<u>(2)</u>	11/14/2021	Common Stock	8,750	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KEATING MARY ELLEN C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011	Sr. VP Corp. Com. & Pub. Aff.

## Signatures

/s/ Mary Ellen  
Keating 07/03/2014\*\*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).

(1) Holdings under the Barnes &amp; Noble, Inc. 401(k) Plan are reported in units. Therefore, the securities set forth in Column 5 of Table I are units. The number of units reported herein are based on a plan statement dated as of June 30, 2014. The Barnes &amp; Noble, Inc. 401(k) Plan accounts for interests in the Barnes &amp; Noble, Inc. Stock Fund in units consisting of shares of Barnes &amp; Noble, Inc. common stock and a liquidity component. As a result, the number of underlying shares may fluctuate from time to time.

(2) Twenty-five percent of these options became exercisable on November 15, 2013, 25% will become exercisable on November 15, 2014 and the remaining 50% will become exercisable on November 15, 2015.

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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