

BARNES & NOBLE INC
 Form 3
 September 27, 2011

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Liberty Interactive Corp</p> <p>(Last) (First) (Middle)</p> <p>12300 LIBERTY BOULEVARD</p> <p>(Street)</p> <p>ENGLEWOOD, CO 80112</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/19/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BARNES & NOBLE INC [BKS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Series J Preferred Stock	10/28/2011 ⁽¹⁾	08/18/2021 ⁽²⁾	Common Stock	12,000,000 ⁽¹⁾	\$ ⁽¹⁾	I	By indirect wholly owned subsidiary ⁽³⁾
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Interactive Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	Â	Â X	Â	Â

Signatures

LIBERTY INTERACTIVE CORPORATION By: /s/ Craig Troyer, Vice President 09/27/2011

__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).
 - (1) The Series J Preferred Stock is convertible into shares of common stock at any time following the Issuer's 2011 annual meeting of stockholders, which is scheduled to occur on October 28, 2011, at a conversion rate determined in accordance with the provisions of the Certificate of Designations for the Series J Preferred Stock and subject to customary antidilution adjustment provisions. The initial conversion rate is 58.8235 shares of common stock for each share of Series J Preferred Stock.
 - (2) The Series J Preferred Stock is mandatorily redeemable on the tenth anniversary of the original issuance date.
 - (3) The shares of Series J Preferred Stock are held directly by Liberty GIC, Inc., which, on the date of purchase of the Series J Preferred Stock, was an indirect wholly owned subsidiary of the Reporting Person.

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Remarks:
 OnÂ SeptemberÂ 22,Â 2011,Â theÂ ReportingÂ PersonÂ changedÂ itsÂ nameÂ fromÂ "LibertyÂ MediaÂ Corporation"Â to

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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