

MILLER IRENE R
Form 4
October 25, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER IRENE R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O BARNES & NOBLE, 122
FIFTH AVE

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2004

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10011

(City) (State) (Zip)

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	10/21/2004		M		\$ 50,000 (1)	A	12.1875 (1)	50,000	D	
Common Stock	10/21/2004		S		500	D	\$ 33.2	49,500	D	
Common Stock	10/21/2004		S		3,400	D	\$ 33.18	46,100	D	
Common Stock	10/21/2004		S		100	D	\$ 33.17	46,000	D	
Common Stock	10/21/2004		S		200	D	\$ 33.16	45,800	D	

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Common Stock	10/21/2004		S	200	D	\$ 33.15	45,600	D
Common Stock	10/21/2004		S	100	D	\$ 33.1	45,500	D
Common Stock	10/21/2004		S	600	D	\$ 33.08	44,900	D
Common Stock	10/21/2004		S	400	D	\$ 33.07	44,500	D
Common Stock	10/21/2004		S	400	D	\$ 33.06	44,100	D
Common Stock	10/21/2004		S	1,600	D	\$ 33.05	42,500	D
Common Stock	10/21/2004		S	900	D	\$ 33.04	41,600	D
Common Stock	10/21/2004		S	1,500	D	\$ 33.03	40,100	D
Common Stock	10/21/2004		S	4,600	D	\$ 33.02	35,500	D
Common Stock	10/21/2004		S	1,400	D	\$ 33.01	34,100	D
Common Stock	10/21/2004		S	18,600	D	\$ 33	15,500	D
Common Stock	10/22/2004		M	<u>1,200</u> (1)	A	\$ 12.1875 (1)	16,700	D
Common Stock	10/22/2004		S	500	D	\$ 33	16,200	D
Common Stock	10/22/2004		S	500	D	\$ 33.01	15,700	D
Common Stock	10/22/2004		S	200	D	\$ 33.02	15,500	D

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option(Right to Buy)	\$ 12.1875 (1)	10/21/2004		50,000 (1)	M				01/16/1998	01/15/2006	Common Stock	50,000
Stock Option(Right to Buy)	\$ 12.1875 (1)	10/22/2004		1,200 (1)	M				01/16/1998	01/15/2006	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER IRENE R C/O BARNES & NOBLE 122 FIFTH AVE NEW YORK, NY 10011		X		

Signatures

/s/ Irene Miller 10/25/2004
 __Signature of Date
 Reporting Person

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 originally related to one-half the number of shares at twice the exercise price, and were reported as such. The number of (1) shares acquired and the related exercise price set forth above result from the two-for-one stock split effected by the Issuer on September 22, 1997.

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.