

BARNES & NOBLE INC
Form 4
December 06, 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 *
DEL GIUDICE MICHAEL J

(Last) (First) (Middle)

C/O MILLENNIUM CREDIT
MARKETS LLC, ONE
ROCKEFELLER PLAZA, SUITE
2330

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 (Instr. 4)	
				Code	V				Amount
Common Stock	12/02/2004		M		(A) 10,000 (1)	\$ 13.7335 (1)	10,000	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/02/2004		S		1,500	\$ 27.89	8,500	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/02/2004		S		3,700	\$ 27.9	4,800	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/02/2004		S		1,800	\$ 27.91	3,000	D	Indirect Beneficial Ownership (Instr. 4)

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Common Stock	12/02/2004	S	3,000	D	\$ 27.92	0	D
Common Stock	12/06/2004	M	4,153 <u>(1)</u>	A	\$ 13.7335 <u>(1)</u>	4,153	D
Common Stock	12/06/2004	S	653	D	\$ 27.79	3,500	D
Common Stock	12/06/2004	S	3,500	D	\$ 27.75	0	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 (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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.7335 <u>(1)</u>	12/02/2004		M	10,000 <u>(1)</u>	01/05/2003 ⁽²⁾ 01/04/2010	Common Stock	10,000 <u>(1)</u>
Stock Option (Right to Buy)	\$ 13.7335 <u>(1)</u>	12/06/2004		M	4,153 <u>(1)</u>	01/05/2004 01/04/2010	Common Stock	4,153 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEL GIUDICE MICHAEL J C/O MILLENNIUM CREDIT MARKETS LLC ONE ROCKEFELLER PLAZA, SUITE 2330	X			

NEW YORK, NY 10020

Signatures

/s/ Michael J. Del
Giudice

12/06/2004

__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).
These options were granted on January 5, 2000. The number of shares subject to such options and the related exercise price have been
(1) adjusted to reflect the Issuer's spin-off transaction effected on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.
(2) Of these options, 7,076 of such options became exercisable on January 5, 2003 and the remaining options became exercisable on January 5, 2004.

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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