RIGGIO STEPHEN

Form 4 January 20, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer N RIGGIO STEPHEN Symbol		- 2. 100001 Traine and 1101101 of 1140111g	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (Middle	BARNES & NOBLE INC [BKS] 3. Date of Earliest Transaction	(Check all applicable)		
` '		(Month/Day/Year)	_X_ Director 10% Owner		
C/O BARNES & NOBLE INC, 122 FIFTH AVE (Street)		22 01/18/2005	X Officer (give title Other (specif below) Vice Chairman / CEO		
		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK	Z NIV 10011	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

NEW YORK, NY 10011

(Ctota)

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	01/18/2005		M	$ \begin{array}{cccccccccccccccccccccccccccccccccccc$	17,111	D	

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

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Person

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

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 10.5982 (1)	01/18/2005		M	17,111 (1)	04/04/1996(2)	04/04/2005	Common Stock	17,111 (1)

Reporting Owners

Relationships					
tor 10% C	Owner Officer	Other			
	Vice Cl	nairman / CEO			
	ctor 10% (

Signatures

/s/ Stephen
Riggio

**Signature of Reporting Person

O1/19/2005

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 April 4, 1995. The number of shares subject to such options and the related exercise price have been adjusted to reflect the Issuer's (i) two-for-one stock split effected on September 22, 1997 and (ii) 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) One-third of these options became exercisable on April 4 of each of the years 1996 through 1998.

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.

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