

BARNES & NOBLE INC  
Form 4  
February 17, 2005

**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 \*  
**KLIPPER MITCHELL S**

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 INC., 122 FIFTH AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/15/2005**

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

Chief Operating Officer

(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	02/15/2005		M		19,744 <u>(1)</u>	A	\$ 10.5982 <u>(1)</u>
Common Stock	02/15/2005		M		20,358 <u>(3)</u>	A	\$ 12.3204 <u>(3)</u>
Common Stock	02/15/2005		M		21,654 <u>(5)</u>	A	\$ 12.0996 <u>(5)</u>
Common Stock	02/15/2005		M		23,494 <u>(7)</u>	A	\$ 11.8346

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					<u>(7)</u>		
Common Stock	02/15/2005	M	114,750 <u>(9)</u>	A	\$ 13.2265 <u>(9)</u>	200,000	D
Common Stock	02/15/2005	S	100	D	\$ 34.27	199,900	D
Common Stock	02/15/2005	S	11,300	D	\$ 34.23	188,600	D
Common Stock	02/15/2005	S	700	D	\$ 34.22	187,900	D
Common Stock	02/15/2005	S	800	D	\$ 34.21	187,100	D
Common Stock	02/15/2005	S	400	D	\$ 34.2	186,700	D
Common Stock	02/15/2005	S	8,900	D	\$ 34.19	177,800	D
Common Stock	02/15/2005	S	2,000	D	\$ 34.18	175,800	D
Common Stock	02/15/2005	S	4,000	D	\$ 34.17	171,800	D
Common Stock	02/15/2005	S	1,900	D	\$ 34.16	169,900	D
Common Stock	02/15/2005	S	49,300	D	\$ 34.15	120,600	D
Common Stock	02/15/2005	S	4,700	D	\$ 34.14	115,900	D
Common Stock	02/15/2005	S	7,400	D	\$ 34.13	108,500	D
Common Stock	02/15/2005	S	500	D	\$ 34.12	108,000	D
Common Stock	02/15/2005	S	300	D	\$ 34.11	107,700	D
Common Stock	02/15/2005	S	30,000	D	\$ 34.1	77,700	D
Common Stock	02/15/2005	S	4,100	D	\$ 34.09	73,600	D
Common Stock	02/15/2005	S	4,800	D	\$ 34.08	68,800	D
Common Stock	02/15/2005	S	3,800	D	\$ 34.07	65,000	D
	02/15/2005	S	1,200	D	\$ 34.05	63,800	D

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Common Stock							
Common Stock	02/15/2005		S	1,000	D	\$ 34.04	62,800 D
Common Stock	02/15/2005		S	800	D	\$ 34.03	62,000 D
Common Stock	02/15/2005		S	1,500	D	\$ 34.02	60,500 D
Common Stock	02/15/2005		S	7,000	D	\$ 34.01	53,500 D
Common Stock	02/15/2005		S	53,500	D	\$ 34	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 10.5982 (1)	02/15/2005		M	19,744 (1)	04/04/1996(2)	04/04/2005	Common Stock	19,744 (1)
Stock Option (Right to Buy)	\$ 12.3204 (3)	02/15/2005		M	20,358 (3)	05/31/1997(4)	05/31/2006	Common Stock	20,358 (3)
Stock Option (Right to Buy)	\$ 12.0996 (5)	02/15/2005		M	21,654 (5)	04/03/1998(6)	04/02/2007	Common Stock	21,654 (5)
Stock Option (Right to Buy)	\$ 11.8346 (7)	02/15/2005		M	23,494 (7)	03/07/2001(8)	03/06/2010	Common Stock	23,494 (7)

Buy)

Stock

Option	\$ 13.2265	02/15/2005	M	114,750	02/18/2003	07/23/2012	Common	114,7
(Right to	<u>(9)</u>			<u>(9)</u>			Stock	<u>(9)</u>
Buy)								

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLIPPER MITCHELL S C/O BARNES & NOBLE INC. 122 FIFTH AVENUE NEW YORK, NY 10011			Chief Operating Officer	

## Signatures

/s/ Mitchell S.  
Klipper

02/17/2005

\*\*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 April 4, 1995. The number of shares and the related exercise price have been adjusted to reflect the

(1) 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.

These options were granted on May 31, 1996. The number of shares and the related exercise price have been adjusted to reflect the

(3) 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.

(4) One-third of these options became exercisable on May 31 of each of the years 1997 through 1999.

These options were granted on April 3, 1997. The number of shares and the related exercise price have been adjusted to reflect the

(5) 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.

(6) One-fourth of these options became exercisable on April 3 of each of these years 1998 through 2001.

These options were granted on March 7, 2000. The number of shares and the related exercise price have been adjusted to reflect the

(7) 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.

(8) One-fourth of these options became exercisable on March 7 of each of the years 2001 through 2004.

These options were granted on July 24, 2002. The number of shares and the related exercise price have been adjusted to reflect the

(9) 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.

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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