BARNES & NOBLE INC

Form 4

August 26, 2005

FORM 4

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

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RIGGIO LEONARD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) BARNES & NOBLE INC [BKS] 3. Date of Earliest Transaction

(Check all applicable)

C/O BARNES & NOBLE INC, 122

(Month/Day/Year)

_X__ 10% Owner _X_ Director X_ Officer (give title _ Other (specify below)

08/25/2005

Chairman of the Board

6. Individual or Joint/Group Filing(Check

FIFTH AVENUE

(Street)

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

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

NEW YORK, NY 10011

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/25/2005		P	100	A	\$ 37.34	12,791,278 (1)	D (1)	
Common Stock	08/25/2005		P	200	A	\$ 37.35	12,791,478 (1)	D (1)	
Common Stock	08/25/2005		P	200	A	\$ 37.38	12,791,678 (1)	D (1)	
Common Stock	08/25/2005		P	450	A	\$ 37.4	12,792,128 (1)	D (1)	
Common Stock	08/25/2005		P	2,500	A	\$ 37.42	12,794,628 (1)	D (1)	

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Common Stock	08/25/2005	P	150	A	\$ 37.43	12,794,778 (1)	D (1)
Common Stock	08/25/2005	P	250	A	\$ 37.44	12,795,028 (1)	D (1)
Common Stock	08/25/2005	P	300	A	\$ 37.45	12,795,328 (1)	D (1)
Common Stock	08/25/2005	P	2,500	A	\$ 37.46	12,797,828 (1)	D (1)
Common Stock	08/25/2005	P	1,650	A	\$ 37.47	12,799,478 (1)	D (1)
Common Stock	08/25/2005	P	1,000	A	\$ 37.48	12,800,478 (1)	D (1)
Common Stock	08/25/2005	P	5,700	A	\$ 37.49	12,806,178 (1)	D (1)
Common Stock	08/25/2005	P	14,500	A	\$ 37.5	12,820,678 (1)	D (1)
Common Stock	08/25/2005	P	2,500	A	\$ 37.52	12,823,178 (1)	D (1)
Common Stock	08/25/2005	P	1,000	A	\$ 37.55	12,824,178 (1)	D (1)
Common Stock	08/25/2005	P	2,000	A	\$ 37.57	12,826,178 (1)	D (1)
Common Stock	08/25/2005	P	2,150	A	\$ 37.62	12,828,328 (1)	D (1)
Common Stock	08/25/2005	P	5,450	A	\$ 37.63	12,833,778 (1)	D (1)
Common Stock	08/25/2005	P	200	A	\$ 37.65	12,833,978 (1)	D (1)
Common Stock	08/25/2005	P	1,200	A	\$ 37.66	12,835,178 (1)	D (1)
Common Stock	08/25/2005	P	150	A	\$ 37.68	12,835,328 (1)	D (1)
Common Stock	08/25/2005	P	450	A	\$ 37.69	12,835,778 (1)	D (1)
Common Stock	08/25/2005	P	850	A	\$ 37.7	12,836,628 (1)	D (1)
Common Stock	08/25/2005	P	3,650	A	\$ 37.71	12,840,278 (1)	D (1)
Common Stock	08/25/2005	P	900	A	\$ 37.72	12,841,178 (1)	D (1)

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
RIGGIO LEONARD								
C/O BARNES & NOBLE INC	X	X	Chairman of the Board					
122 FIFTH AVENUE	Λ	Λ	Chairman of the Board					
NEW YORK, NY 10011								

Signatures

/s/ Leonard 08/26/2005 Riggio Date

**Signature of 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).

Of these shares (i) 3,257,934 shares are owned indirectly through Barnes & Noble College Booksellers, Inc., a New York corporation of (1) which all of the currently outstanding voting securities are owned by the Reporting Person, and (ii) 712,473 shares are owned indirectly in a rabbi trust established by the Issuer for the benefit of the Reporting Person.

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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