

KAHN J ALAN
Form 4
January 24, 2006

FORM 4

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

OMB APPROVAL

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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 *
KAHN J ALAN

(Last) (First) (Middle)

C/O BARNES & NOBLE, INC., 122
FIFTH AVENUE

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

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

01/20/2006

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)

Pres B&N Publishing Group

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/20/2006		M		900 <u>(1)</u> A \$ 16.096 <u>(1)</u>	3,880	D
Common Stock	01/20/2006		S		900 D \$ 42.5389 <u>(2)</u>	2,980	D
Common Stock	01/23/2006		M		75,000 <u>(1)</u> A \$ 16.096 <u>(1)</u>	77,980	D
Common Stock	01/23/2006		M		74,100 <u>(1)</u> A \$ 16.096 <u>(1)</u>	152,080	D
Common Stock	01/23/2006		S		75,000 D \$ 41.6084	77,080	D

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					(3)		
					\$		
Common Stock	01/23/2006		S	74,100	D	41.7865	2,980 D
						(4)	

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)	\$ 16.096 (1)	01/20/2006		M	900 (1)	12/29/1998 09/09/2007	Common Stock	900 (1)
Stock Option (Right to Buy)	\$ 16.096 (1)	01/23/2006		M	75,000 (1)	12/29/1998(5) 09/09/2007	Common Stock	75,000 (1)
Stock Option (Right to Buy)	\$ 16.096 (1)	01/23/2006		M	74,100 (1)	12/29/1999 09/09/2007	Common Stock	74,100 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAHN J ALAN C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011			Pres B&N Publishing Group	

Signatures

/s/ J. Alan Kahn

01/24/2006

**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).

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.

- (1) Represents the sale of 900 shares in five separate transactions at prices ranging from \$42.51 to \$42.61 per share, resulting in a weighted average sale price per share of \$42.5389.
- (2) Represents the sale of 75,000 shares in twenty-one separate transactions at prices ranging from \$41.50 to \$41.81 per share, resulting in a weighted average sale price per share of \$41.6084.
- (3) Represents the sale of 74,100 shares in fourteen separate transactions at prices ranging from \$41.75 to \$41.90 per share, resulting in a weighted average sale price per share of \$41.7865
- (4) Of these, options with respect to 59,152 shares vested on December 29, 1998 and the balance vested on December 29, 1999.

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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