

MILLER IRENE R
Form 4
January 27, 2006

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 *
MILLER IRENE R

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)

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

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

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

01/25/2006

(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 or Price					
Common Stock	01/25/2006		M		8,200 (1)	A	\$ 12.0996 (1)	28,785	D	
Common Stock	01/25/2006		M		10,000 (2)	A	\$ 11.2694 (2)	38,785	D	
Common Stock	01/25/2006		S		18,200	D	\$ 41.785 (3)	20,585	D	
Common Stock	01/26/2006		M		13,454 (1)	A	\$ 12.0996 (1)	34,039	D	

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Common Stock	01/26/2006	M	28,306 (2)	A	\$ 18.3702 (2)	62,345	D
Common Stock	01/26/2006	M	28,306 (2)	A	\$ 16.7098 (2)	90,651	D
Common Stock	01/26/2006	S	70,066	D	\$ 41.7622 (4)	20,585	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 or Number of Shares
Stock Option (Right to Buy)	\$ 12.0996 (1)	01/25/2006		M	8,200 (1)	04/03/1998	04/02/2007	Common Stock	8,200 (1)
Stock Option (Right to Buy)	\$ 11.2694 (2)	01/25/2006		M	10,000 (2)	03/13/2004 ⁽⁵⁾	03/12/2013	Common Stock	10,000 (2)
Stock Option (Right to Buy)	\$ 12.0996 (1)	01/26/2006		M	13,454 (1)	04/03/1998	04/02/2007	Common Stock	13,454 (1)
Stock Option (Right to Buy)	\$ 18.3702 (2)	01/26/2006		M	28,306 (2)	03/09/2000 ⁽⁶⁾	03/09/2009	Common Stock	28,306 (2)
		01/26/2006		M		03/13/2002 ⁽⁷⁾	03/12/2011		

Stock	\$ 16.7098	28,306	Common	28,306
Option (Right to Buy)	(2)	(2)	Stock	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER IRENE R C/O BARNES & NOBLE INC. 122 FIFTH AVE NEW YORK, NY 10011	X			

Signatures

/s/ Irene R.
Miller

01/27/2006

**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.

The number of shares subject to such options and the related exercise price have been 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.

(3) Represents the sale of 18,200 shares in eleven separate transactions at prices ranging from \$41.56 to \$42.05 per share, resulting in a weighted average sale price per share of \$41.785.

(4) Represents the sale of 70,066 shares in sixteen separate transactions at prices ranging from \$41.70 to \$41.91 per share, resulting in a weighted average sale price per share of \$41.7622.

(5) Of these, options with respect to 7,076 shares vested on March 13, 2004 and the balance vested on March 13, 2005.

(6) One fourth of these options became exercisable on March 9 of each of the years 2000 through 2003.

(7) One fourth of these options became exercisable on March 13 of each of the years 2002 through 2005.

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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