## Edgar Filing: BARNES & NOBLE INC - Form 4

BARNES &	NOBLE INC										
Form 4											
March 29, 20	006										
FORM	14									PPROVAL	
	UNITE	D STATES			ND EX( D.C. 205		NGE (	COMMISSION	OMB Number:	3235-0287	
Check thi									Expires:	January 31,	
if no long subject to		EMENT O	F CHAN	GES IN	BENEFI	CIA	LOW	NERSHIP OF		2005 l average ours per	
Section 10				SECUR	ITIES				burden hou		
Form 4 or									response	0.5	
Form 5 obligation		•					-	ge Act of 1934,			
may conti				•	•			f 1935 or Sectio	n		
<i>See</i> Instru 1(b).	iction	30(h)	of the Inv	vestment	Compan	y Act	of 19	40			
(Print or Type R	Responses)										
1. Name and A LOMBARD	2. Issuer Name <b>and</b> Ticker or Trading Symbol BARNES & NOBLE INC [BKS]				-	5. Relationship of Reporting Person(s) to Issuer					
(T d)					5]	(Check all applicable)					
(Last)	(First)	(Middle)		Earliest Tr	ansaction			Director	100	o Owner	
C/O BARNE	ES & NOBLE	INC 122	(Month/Da 03/27/20	•				Director X Officer (give		er (specify	
FIFTH AVE		11(0., 122	03121120	00				below)	below)		
								Chief	Financial Offic	er	
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)					
NEW YORK	K, NY 10011							_X_ Form filed by Form filed by M Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction			3.	4. Securi			5. Amount of	6. Ownership		
Security	(Month/Day/Y		on Date, if	TransactionAcquired (A) or				Securities	Form: Direct (D) or	Indirect Beneficial	
(Instr. 3)		any (Month)	Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				Beneficially Owned	× /	Ownership		
		,		. ,				Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
						or		(Instr. 3 and 4)			
C				Code V	Amount	(D)	Price	(			
Common Stock	03/27/2006			А	2,390 (1)	А	\$0	54,370	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

De Sec	Title of rivative curity str. 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. Transact Code (Instr. 8)	5. tionNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
					Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address		Relationships								
		Director	10% Owner	Officer	Other					
LOMBARDI JOSEPH C/O BARNES & NOBLE 122 FIFTH AVE NEW YORK, NY 10011	INC.			Chief Financial Officer						
Signatures										
/s/ Joseph Lombardi	03/29	/2006								

<u>\*\*</u>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).

(1) Grant of restricted shares vesting in equal installments on March 27 of each of the years 2007 through 2010.

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.