

Troia Christopher
Form 4
April 27, 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 *
Troia Christopher

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)
04/25/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Information Officer

(Street)
NEW YORK, NY 10011

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

(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	04/25/2006		M		3,538 <u>(1)</u>	A	\$ 22.7154 <u>(1)</u> 26,408	D
Common Stock	04/25/2006		M		8,845 <u>(1)</u>	A	\$ 13.2265 <u>(1)</u> 35,253	D
Common Stock	04/25/2006		M		2,434 <u>(1)</u>	A	\$ 11.2694 <u>(1)</u> 37,687	D
Common Stock	04/25/2006		M		17,691 <u>(1)</u>	A	\$ 24.1497 55,378	D

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Common Stock	04/25/2006	M	689 ⁽¹⁾	A	\$ 21.6697	56,067	D
Common Stock	04/25/2006	M	17,691 ⁽¹⁾	A	\$ 22.9839	73,758	D
Common Stock	04/25/2006	S	50,888	D	\$ 45.0169	22,870	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)	\$ 22.7154	04/25/2006		M	3,538 ⁽¹⁾	06/01/2005	06/01/2011	Common Stock	3,538 ⁽¹⁾
Stock Option (Right to Buy)	\$ 13.2265	04/25/2006		M	8,845 ⁽¹⁾	07/24/2005	07/23/2012	Common Stock	8,845 ⁽¹⁾
Stock Option (Right to Buy)	\$ 11.2694	04/25/2006		M	2,434 ⁽¹⁾	03/13/2006 ⁽³⁾	03/12/2013	Common Stock	2,434 ⁽¹⁾
Stock Option (Right to Buy)	\$ 24.1497	04/25/2006		M	17,691 ⁽¹⁾	02/05/2006 ⁽⁴⁾	02/04/2014	Common Stock	17,691 ⁽¹⁾

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Stock Option (Right to Buy)	\$ 21.6697	04/25/2006	M	689 ⁽¹⁾	06/03/2005	06/02/2014	Common Stock	689 ⁽¹⁾
Stock Option (Right to Buy)	\$ 22.9839	04/25/2006	M	17,691 ⁽¹⁾	10/13/2005	10/12/2014	Common Stock	17,691 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Troia Christopher C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011			Chief Information Officer	

Signatures

/s/ Christopher
Troia 04/27/2006

^{**}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 spin-off transaction
- (1) effected on November 12, 2004 which divided all outstanding exercise prices by 1.41534 and multiplied all related shares by the same number.
 - (2) Represents the sale of 50,888 shares in 17 separate transactions at prices ranging from \$45.00 to \$45.24 per share, resulting in a weighted average sale price per share of \$45.0169.
 - (3) Of these, options with respect to 1,217 shares vested on March 13, 2005 and the balance vested on March 13, 2006.
 - (4) Of these, options with respect to 8,845 shares vested on February 5, 2005 and the balance vested on February 5, 2006.

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.