

BARNES & NOBLE INC

Form 4

March 16, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLIPPER MITCHELL S

(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)
03/12/2015

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)

CEO, B&N Retail 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	03/12/2015		S		20,700	D \$ 23.7 (1)	56,576	D	
Common Stock	03/13/2015		S		14,116	D \$ 23.7791 (2)	42,460	D	
Common Stock	03/16/2015		S		5,037	D \$ 23.8105 (3)	37,423	D	
Common Stock	03/16/2015		S		100	D \$ 23.7	37,323	D	
	03/16/2015		S		16,137	D	21,186	D	

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Common Stock					\$ 23.5069 (4)			
Common Stock	03/16/2015		S	21,186	D	\$ 23.3413	0	D
Common Stock							2,262.464 (6)	I
								By 401(k) Plan

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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLIPPER MITCHELL S C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011	CEO, B&N Retail Group

Signatures

/s/ Bradley A. Feuer, as Attorney-in-Fact for Mitchell S. Klipper	03/16/2015
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__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) The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$23.70 to \$23.72, inclusive. The reporting person undertakes to provide to Barnes & Noble, Inc., any security holders of Barnes & Noble, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 to this Form 4.

(2) The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$23.75 to \$23.84, inclusive. The reporting person undertakes to provide to Barnes & Noble, Inc., any security holders of Barnes & Noble, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 to this Form 4.

(3) The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$23.80 to \$23.83, inclusive. The reporting person undertakes to provide to Barnes & Noble, Inc., any security holders of Barnes & Noble, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4.

(4) The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$23.50 to \$23.55, inclusive. The reporting person undertakes to provide to Barnes & Noble, Inc., any security holders of Barnes & Noble, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 4 to this Form 4.

(5) The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$23.28 to \$23.46, inclusive. The reporting person undertakes to provide to Barnes & Noble, Inc., any security holders of Barnes & Noble, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 5 to this Form 4.

(6) Holdings under the Barnes & Noble, Inc. 401(k) Plan are reported in units. Therefore, the securities set forth in Column 5 of Table I are units. The number of units reported herein are based on a plan statement dated as of December 31, 2014. The Barnes & Noble, Inc. 401(k) Plan accounts for interests in the Barnes & Noble, Inc. Stock Fund in units consisting of shares of Barnes & Noble, Inc. common stock and a liquidity component. As a result, the number of underlying shares may fluctuate from time to time.

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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