Edgar Filing: BARNES & NOBLE INC - Form 4

BARNES &	NOBLE INC	l										
Form 4												
May 27, 201	5											
FORM	ΙΔ								OMB AF	PPROVAL		
	UNIII	ED STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287		
Check th if no long									Expires:	January 31,		
subject to	F CHAN	F CHANGES IN BENEFICIAL OW				NERSHIP OF	Estimated a	2005 average				
Section 1						SECURITIES				burden hours per		
Form 4 c			~ • •		~ .				response	0.5		
Form 5 obligatio		^					•	e Act of 1934,				
may con	Section			•	•	· ·		1935 or Section	n			
<i>See</i> Instr 1(b).	uction	30(h)	of the In	vestment	Compan	iy Ac	t of 194	Ю				
(Print or Type]	Responses)											
SMITH MICHELLE L Sy				2. Issuer Name and Ticker or Trading Symbol BARNES & NOBLE INC [BKS]				5. Relationship of Reporting Person(s) to Issuer				
			3. Date of Earliest Transaction]	(Check all applicable)				
(Last)	(First)	(Middle)			ansaction			Director	100	Owner		
C/O BARN FIFTH AVI	ES & NOBLE ENUE	E, INC., 122	(Month/D 05/23/2	-				Officer (give below)		er (specify		
	(Street)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Jo	oint/Group Filir	g(Check		
				led(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	K, NY 10011							Form filed by M Person	Iore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ned n Date, if Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	05/23/2015			F	925 <u>(1)</u>		\$ 23.08	37,075	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)

1. Title of Derivativ Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	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					
SMITH MICHELLE L C/O BARNES & NOBLE, INC 122 FIFTH AVENUE NEW YORK, NY 10011	•		VP Human Resources						
Signatures									
/s/ Michelle L. 05 Smith	/26/2015								

<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) Shares withheld by the Issuer on vesting of restricted stock units (payable solely in common stock of the Issuer on each vesting date) to cover applicable withholding taxes.

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.