

BARNES & NOBLE INC
 Form 3
 April 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 (Last) (First) (Middle) C/O BARNES & NOBLE, INC., ^ 122 FIFTH AVENUE (Street) NEW YORK, ^ NY ^ 10011 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/10/2004	3. Issuer Name and Ticker or Trading Symbol BARNES & NOBLE INC [BKS]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Information Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,260 ⁽¹⁾	D	^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	06/01/2005	06/01/2011	Common Stock	3,538 ⁽²⁾	\$ 22.7154 ₍₂₎	D	Â
Stock Option (Right to Buy)	Â ⁽³⁾	07/23/2012	Common Stock	17,691 ⁽²⁾	\$ 13.2265 ₍₂₎	D	Â
Stock Option (Right to Buy)	03/13/2005 ⁽⁴⁾	03/12/2013	Common Stock	3,651 ⁽²⁾	\$ 11.2694 ₍₂₎	D	Â
Stock Option (Right to Buy)	02/05/2005 ⁽⁵⁾	02/04/2014	Common Stock	35,383 ⁽²⁾	\$ 24.1497 ₍₂₎	D	Â
Stock Option (Right to Buy)	Â ⁽⁶⁾	06/02/2014	Common Stock	2,759 ⁽²⁾	\$ 21.6697 ₍₂₎	D	Â
Stock Option (Right to Buy)	Â ⁽⁷⁾	10/12/2014	Common Stock	70,767 ⁽²⁾	\$ 22.9839 ₍₂₎	D	Â

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	Â	Â	Â Chief Information Officer	Â

Signatures

/s/ Christopher Grady-Troia 04/22/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 stock on April 1, 2005, vesting in equal annual installments on April 1 of each of the years 2006 through 2009.
- (2) 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 exercise prices by 1.41534 and multiplied all related shares by the same number.
- (3) Of these options, one-half becomes exercisable July 24 of each of the years 2005 and 2006.
- (4) Of these options, one-third became exercisable March 13, 2005, and the remaining two-thirds become exercisable in equal installments on March 13 of each of the years 2006 and 2007.
- (5) Of these options, one-fourth became exercisable February 5, 2005, and the remaining three-fourths become exercisable in equal installments on February 5 of each of the years 2006 through 2008.
- (6) Of these options, one-fourth becomes exercisable on June 3 of each of the years 2005 through 2008.
- (7) Of these options, one-fourth becomes exercisable on October 13 of each of the years 2005 through 2008.

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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