

MILLER IRENE R  
Form 4  
October 25, 2004

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLER IRENE R

(Last) (First) (Middle)

C/O BARNES & NOBLE, 122  
FIFTH AVE

(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)  
10/21/2004

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)

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	10/21/2004		M		50,000 <u>(1)</u>	A	\$ 12.1875 <u>(1)</u>	50,000	D
Common Stock	10/21/2004		S		500	D	\$ 33.2	49,500	D
Common Stock	10/21/2004		S		3,400	D	\$ 33.18	46,100	D
Common Stock	10/21/2004		S		100	D	\$ 33.17	46,000	D
Common Stock	10/21/2004		S		200	D	\$ 33.16	45,800	D

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Common Stock	10/21/2004	S	200	D	\$ 33.15	45,600	D
Common Stock	10/21/2004	S	100	D	\$ 33.1	45,500	D
Common Stock	10/21/2004	S	600	D	\$ 33.08	44,900	D
Common Stock	10/21/2004	S	400	D	\$ 33.07	44,500	D
Common Stock	10/21/2004	S	400	D	\$ 33.06	44,100	D
Common Stock	10/21/2004	S	1,600	D	\$ 33.05	42,500	D
Common Stock	10/21/2004	S	900	D	\$ 33.04	41,600	D
Common Stock	10/21/2004	S	1,500	D	\$ 33.03	40,100	D
Common Stock	10/21/2004	S	4,600	D	\$ 33.02	35,500	D
Common Stock	10/21/2004	S	1,400	D	\$ 33.01	34,100	D
Common Stock	10/21/2004	S	18,600	D	\$ 33	15,500	D
Common Stock	10/22/2004	M	<u>1,200</u> (1)	A	<u>\$</u> 12.1875 (1)	16,700	D
Common Stock	10/22/2004	S	500	D	\$ 33	16,200	D
Common Stock	10/22/2004	S	500	D	\$ 33.01	15,700	D
Common Stock	10/22/2004	S	200	D	\$ 33.02	15,500	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.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option(Right to Buy)	\$ 12.1875 (1)	10/21/2004	M			50,000 (1)	01/16/1998	01/15/2006	Common Stock	50,000
Stock Option(Right to Buy)	\$ 12.1875 (1)	10/22/2004	M			1,200 (1)	01/16/1998	01/15/2006	Common Stock	1,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER IRENE R C/O BARNES & NOBLE 122 FIFTH AVE NEW YORK, NY 10011			X	

## Signatures

/s/ Irene Miller                      10/25/2004

\_\_\_\_Signature of                      Date  
Reporting Person

## 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).

These options originally related to one-half the number of shares at twice the exercise price, and were reported as such. The number of (1) shares acquired and the related exercise price set forth above result from the two-for-one stock split effected by the Issuer on September 22, 1997.

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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