

BARNES & NOBLE INC
Form 4
September 27, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Liberty Interactive Corp

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)
12300 LIBERTY BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/23/2011

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

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security	Disposed of (D)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar	Nu	Sh
	(1)	(2)										
Series J Preferred Stock	(1)	09/23/2011	J(2)				10/28/2011(1)	08/18/2021(3)	Common Stock			12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Interactive Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112			X	

Signatures

LIBERTY INTERACTIVE CORPORATION By: /s/ Craig Troyer, Vice President

09/27/2011

__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 Series J Preferred Stock is convertible into shares of common stock at any time following the Issuer's 2011 annual meeting of stockholders, which is scheduled to occur on October 28, 2011, at a conversion rate determined in accordance with the provisions of the Certificate of Designations for the Series J Preferred Stock and subject to customary antidilution adjustment provisions. The initial conversion rate is 58.8235 shares of common stock for each share of Series J Preferred Stock.
- (2) On September 23, 2011, the Reporting Person completed its previously announced redemption (the "Split-Off") of all of the outstanding shares of two of its tracking stocks, Liberty Capital and Liberty Starz, for shares of new tracking stocks of Liberty Media Corporation, a Delaware corporation (formerly known as Liberty CapStarz, Inc., "New Liberty"). In connection with the Split-Off, the Reporting Person's beneficial ownership of the Series J Preferred Stock was transferred to New Liberty.
- (3) The Series J Preferred Stock is mandatorily redeemable on the tenth anniversary of the original issuance date.
- (4) The shares of Series J Preferred Stock were held directly by Liberty GIC, Inc., which was an indirect wholly owned subsidiary of the Reporting Person prior to the Split-Off.

Remarks:

On September 22, 2011, the Reporting Person changed its name from "Liberty Media Corporation" to "Liberty Interactive Corporation".

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.