

Lindstrom Allen W
 Form 4
 July 17, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Lindstrom Allen W

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)
 C/O BARNES & NOBLE, INC., 122 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 07/13/2018

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

Chief Financial Officer

(Street)

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

NEW YORK, NY 10011

(City) (State) (Zip)

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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	07/13/2018		F		6,764 (1)	D	\$ 5.4 155,622 D
Common Stock	07/14/2018		F		3,994 (1)	D	\$ 5.4 151,628 D
Common Stock	07/15/2018		F		2,714 (1)	D	\$ 5.4 148,914 D
Common Stock	07/15/2018		A		12,837 (2)	A	\$ 0 161,751 D
Common Stock	07/15/2018		F		6,382 (3)	D	\$ 5.4 155,369 D

Common Stock 1,865.341 ⁽⁴⁾ 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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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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lindstrom Allen W C/O BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK, NY 10011			Chief Financial Officer	

Signatures

/s/ Allen W. Lindstrom 07/17/2018
 **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.
- (2) Shares issued upon vesting of performance-based restricted stock units.

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- (3) Shares withheld by the Issuer on vesting of performance-based restricted stock units to cover applicable withholding taxes.

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

- (4) units. The number of units reported herein are based on a plan statement dated as of June 30, 2018. 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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