U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

/ / Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

/ / Form 3 Holdings Reported

/ / Form 4 Transactions Reported.

1. Name and Address of Reporting Person*

Rosen Michael N.
(Last) (First) (Middle)

c/o Robinson Silverman Pearce Aronsohn & Berman 1290 Avenue of the Americas
(Street)

New York New York 10104
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Barnes & Noble, Inc. (BKS)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

2/1/97

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)

/x/ Director / / 10% Owner / / Officer (give title below) / / Other (Specify below)

Chief Operating Officer

7. Individual or Joint/Group Filing (Check applicable line)

/X/ Form Filed by one Reporting Person / / Form Filed by more than one Reporting Person

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr.3)	2. Transaction Date 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 at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

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(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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) A	D	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date
Stock Option (Right to Buy)(1)(2)	$24.375	5/29/96(3)	A	20,000		(2)	1/5/06

1. Title of Derivative Security (Instr. 3)	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Common Stock, par value $.001	20,000	--	20,000(4)	D	

Explanation of Responses

(1) Issued pursuant to 1996 Incentive Plan.

(2) One-fourth of the options granted to the Reporting Person became exercisable on May 29, 1996, an additional one-fourth became exercisable on January 16, 1997, and an additional one-fourth becomes exercisable on January 16 of each of the years 1998 and 1999.

(3) Issued January 16, 1996 subject to stockholder approval of 1996 Incentive Plan, such approval received May 29, 1996.

(4) Represents the total number of stock options (right to buy) beneficially owned by the Reporting Person with respect to Common Stock, par value $.001.

By: /s/ Michael N. Rosen *Date: March 17, 1997*

***Signature of Reporting Person*
Michael N. Rosen

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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End of Filing

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