UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____2_____)*

Barnes & Noble, Inc.

(Name of Issuer)

COMMON STOCK, $0.001 PAR VALUE
(Title of Class of Securities)

067774109
(CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Forstmann-Leff Associates Inc.
13-3131718

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER NUMBER OF

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		2,554,465 shares
	6	SHARED VOTING POWER
		197,550 shares

7 SOLE DISPOSITIVE POWER

2,850,065 shares

8 SHARED DISPOSITIVE POWER

911,900 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,761,965 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.3%

12 TYPE OF REPORTING PERSON

IA, CO

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FLA Asset Management, Inc.
13-29256626

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER NUMBER OF

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

6 SHARED VOTING POWER

56,450 shares

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

770,800 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

770,800 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.3%

12 TYPE OF REPORTING PERSON

IA, CO

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Stamford Advisers Corp.
13-3421430

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER NUMBER OF

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

6 SHARED VOTING POWER

89,900 shares

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

89,900 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

89,900 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

IA, CO

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1 NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Forstmann-Leff Associates L.P.
13-3717850

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER NUMBER OF

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

6 SHARED VOTING POWER

51,200 shares

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

51,200 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,200 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12 TYPE OF REPORTING PERSON

IA, PN

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Item 1(a) NAME OF ISSUER:

Barnes & Noble, Inc.

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

122 Fifth Avenue
New York, NY 10011

Item 2(a) NAME OF PERSON FILING:

See Item 1 of the cover pages attached hereto

Item 2(b) Address of Principal Business Office, or if none, residence:

55 East 52nd Street
New York, New York 10055

Item 2(c) CITIZENSHIP:

See Item 4 of the cover pages attached hereto

Item 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, par value $0.001

Item 2(e) CUSIP NUMBER:

067774109

Item 3 Forstmann-Leff Associates Inc., a New York corporation, is a
registered investment adviser under Section 203 of the Investment Advisers Act of 1940 (the "Act"). FLA Asset Management, Inc. is a registered investment adviser under the Act and a subsidiary of Forstmann-Leff Associates Inc. Stamford Advisers Corp. is a registered investment adviser under the Act and a subsidiary of Forstmann-Leff Associates Inc. Forstmann-Leff Associates L.P. is a registered investment adviser under the Act. FLA Asset Management, Inc. is the general partner of Forstmann-Leff Associates L.P.

Item 4 OWNERSHIP:

(a) Amount beneficially owned:
See Item 9 of the cover pages attached hereto

(b) Percent of Class:
See Item 11 of the cover pages attached hereto

(c) See Items 5 through 8 of the cover pages attached hereto

Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

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Not Applicable

Item 9 NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

Item 10 CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 1997

FORSTMANN-LEFF ASSOCIATES INC.

By: /s/ Peter A. Lusk
Peter A. Lusk
Chief Operating Officer

FLA ASSET MANAGEMENT, INC.

By: /s/ Peter A. Lusk
Peter A. Lusk
Executive Vice President and
Chief Operating Officer

STAMFORD ADVISERS CORP.

By: /s/ Peter A. Lusk
Peter A. Lusk

resident/Secretary

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FORSTMANN-LEFF ASSOCIATES L.P.

By: FLA Asset Management, Inc.
General Partner

By: /s/ Peter A. Lusk
Peter A. Lusk
Executive Vice President
and

Operating Officer

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Exhibit A

AGREEMENT

The undersigned, Forstmann-Leff Associates Inc., FLA Asset Management, Inc., Stamford Advisers Corp., and Forstmann-Leff Associates L.P. agree that the statement to which this exhibit is appended is filed on behalf of each of them.

February 13, 1997

FORSTMANN-LEFF ASSOCIATES INC.

By: /s/ Peter A. Lusk
Peter A. Lusk
Chief Operating Officer

FLA ASSET MANAGEMENT, INC.

By: /s/ Peter A. Lusk
Peter A. Lusk
Executive Vice President and
Chief Operating Officer

STAMFORD ADVISERS CORP.

By: /s/ Peter A. Lusk
Peter A. Lusk
Vice President/Secretary

FORSTMANN-LEFF ASSOCIATES L.P.

By: FLA Asset Management, Inc.
General Partner

By: /s/ Peter A. Lusk
Peter A. Lusk
Executive Vice President and
Chief Operating Officer

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