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BARNES & NOBLE INC

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ROBERTS MAX J.

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 07/02/12 for the Period Ending 07/01/12

Address	122 FIFTH AVE NEW YORK, NY 10011
Telephone	2126333300
CIK	0000890491
Symbol	BKS
SIC Code	5940 - Miscellaneous Shopping Goods Stores
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	04/03

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FORM 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement (MM/DD/YYYY)	3. Issuer Name **and** Ticker or Trading Symbol
Roberts Max J.	**7/1/2012**	**BARNES & NOBLE INC [BKS]**
(Last) (First) (Middle) **C/O BARNES & NOBLE, INC., 122 FIFTH AVENUE**	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ___ **X** ___ Officer (give title below) _____ Other (specify below) **Pres & CEO, B&N Coll. Bksllrs /**	
(Street) **NEW YORK, NY 10011** (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	**21667** (1)	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(2)	**11/14/2021**	**Common Stock**	**60000**	**$15.78**	**D**	

Explanation of Responses:

(1) Grant of 21,667 restricted stock units (payable solely in common stock of the Issuer on each vesting date) on May 23, 2011, with 25% vesting on May 23, 2013, 25% vesting on May 23, 2014 and the remaining 50% vesting on May 23, 2015.

(2) Stock option, with 25% vesting on November 15, 2013, 25% vesting on November 15, 2014 and the remaining 50% vesting on November 15, 2015.

Remarks:

Remarks:
EXHIBIT LIST - Exhibit 24 - Power of Attorney for Max J. Roberts

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roberts Max J. **C/O BARNES & NOBLE, INC.** **122 FIFTH AVENUE** **NEW YORK, NY 10011**			**Pres & CEO, B&N Coll. Bksllrs**	

Signatures

/s/ Eugene V. DeFelice, as Attorney-in-Fact for Max J. Roberts **7/1/2012**

** Signature of Reporting Person — Date

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

***** If the form is filed by more than one reporting person, *see* Instruction 5(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).

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

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.

Exhibit 24

POWER OF ATTORNEY

The undersigned with respect to the matters described herein, hereby constitutes and appoints Eugene DeFelice, Brad Feuer, Michael Huseby, Peter Herpich, Sheedeh Moayery and Michelle Smith, each of whom may act individually, as my true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned all forms or documents (collectively, the "Forms") to be filed under the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act") with respect to transactions by the undersigned in securities issued by Barnes & Noble, Inc. (the "Company"), including without limitation any Forms 3, 4 or 5, Form 144 or Schedule 13D, and any amendments to any of the foregoing;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms and timely file such Forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned. The undersigned understands and confirms that the Forms executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, and shall not be liable or responsible for, nor shall the Company be liable or responsible for, any of the undersigned's responsibilities to comply with the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to securities issued by the Company, unless earlier revoked with respect to any of the attorneys-in-fact named herein by the undersigned in a signed writing delivered to such person or persons or the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of June, 2012.

/s/ Max J. Roberts

Name: Max J. Roberts