

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2001-08-03** | Period of Report: **2001-07-31**  
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### SUBJECT COMPANY

#### **BARNES & NOBLE INC**

CIK: **890491** | IRS No.: **061196501** | State of Incorpor.: **DE** | Fiscal Year End: **0130**  
Type: **4** | Act: **34** | File No.: **001-12302** | Film No.: **01696774**  
SIC: **5940** Miscellaneous shopping goods stores

Mailing Address  
122 FIFTH AVENUE  
NEW YORK NY 10011

Business Address  
122 FIFTH AVE  
NEW YORK NY 10011  
2126333300

### REPORTING OWNER

#### **MONACO MARGARET T**

CIK: **1038868**  
Type: **4**

Mailing Address  
C/O BARNES & NOBLE INC  
122 FIFTH AVE  
NEW YORK NY 10011

Business Address  
C/O BARNES & NOBLE INC  
122 FIFTH AVE  
NEW YORK NY 10011  
2126333300

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

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

1. Name and Address of Reporting Person* Monaco, Margaret T.			2. Issuer Name and Ticker or Trading Symbol Barnes & Noble, Inc. Symbol=BKS		6. Relationship of Reporting Person to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year July 2001	
c/o Merrill Lynch Ventures, LLC 2 World Financial Center  (Street)						
New York, NY 10281					5. If Amendment, Date of Original (Month/Year)	
(City)	(State)	(Zip)			8. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form filed by one Reporting Person <input type="checkbox"/> 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)	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 Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Amount	or (D)	Price			
Common Stock	7/11/01	M	10,000	A	\$26.00			
Common Stock	7/11/01	S	10,000	D	\$40.20	6,000	D	

\* 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. (Over)

(Print or Type Response)

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)	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)	
				A	D	Date Exercisable	Expiration Date
Stock Option (Right to Buy)	\$26.00	7/11/01	M		10,000	(1)	3/8/09
Stock Option (Right to Buy)	\$23.65	3/13/01	A	V	20,000	(2)	3/12/11

1. Title of Derivative Security (Instr. 3)	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 at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy)	Common Stock 10,000				
Stock Option (Right to Buy)	Common Stock 20,000		70,000 (3)	D	

Explanation of Responses

- (1) One-half of these options became exercisable on March 9 of each of the years 2000 and 2001.
- (2) One-fourth of these options become exercisable on March 13 of each of the years 2002 through 2005.
- (3) Represents the total number of stock options (right to buy) beneficially owned by the Reporting Person with respect to the Issuer's Common Stock.

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

/s/ Margaret T. Monaco

August 2, 2001

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\*\*Signature of Reporting Person  
Margaret T. Monaco

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Date

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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