BURKLE RONALD W

Form 4 May 04, 2010

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BURKLE RONALD W**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BARNES & NOBLE INC [BKS]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director Officer (give title

X__ 10% Owner _ Other (specify

C/O THE YUCAIPA COMPANIES LLC, 9130 WEST SUNSET **BOULEVARD**

> (Street) 4. If Amendment, Date Original

04/30/2010

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

below)

LOS ANGELES, CA 90069

(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. Transactic Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4 a	d of (D))	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/30/2010		P	150,712	A	\$ 21.905	6,626,013 (2)	I	Please see footnote and Remarks below (3)
Common Stock	04/30/2010		P	99,288	A	\$ 21.905 (1)	4,365,200 (4)	I	Please see footnote and Remarks below (5)
	05/03/2010		P	120,570	A		6,746,583 (2)	I	

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Common Stock					\$ 22.632 (1)		Please see footnote and Remarks below (3)
Common Stock	05/03/2010	P	79,430	A	\$ 22.632 (1)	4,444,630 (4) I	Please see footnote and Remarks below ⁽⁵⁾

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

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SEC 1474

(9-02)

Relationships

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amoun Underly Securit (Instr. 3	t of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
BURKLE RONALD W C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069		X		
Yucaipa American Alliance Fund II, LLC C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069				Please refer to remarks below

Reporting Owners 2

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YUCAIPA AMERICAN ALLIANCE FUND II LP C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069

X

Yucaipa American Alliance (Parallel) Fund II, L.P. C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069

Please refer to remarks below

YUCAIPA AMERICAN MANAGEMENT, LLC C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069

Please refer to remarks below

YUCAIPA AMERICAN FUNDS, LLC C/O THE YUCAIPA COMPANIES LLC 9130 EAST SUNSET BOULEVARD LOS ANGELES, CA 90069

Please refer to remarks below

Signatures

/s/ Ronald W. Burkle (on behalf of himself and the other reporting persons)

05/04/2010

**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) Weighted average price.
- (2) After giving effect to all transactions reported in this Form 4, the aggregate amount of common stock, par value \$0.001 per share (the "Common Stock") held by YAAF II as of May 4, 2010, is 6,746,583 shares.
- (3) These shares are held directly by Yucaipa American Alliance Fund II, L.P. ("YAAF II").
- (4) After giving effect to all transactions reported in this Form 4, the aggregate amount of Common Stock held by YAAF II Parallel as of May 4, 2010, is 4,444,630 shares.
- (5) These shares are held directly by Yucaipa American Alliance (Parallel) Fund II, L.P. ("YAAF II Parallel").

Remarks:

This Form 4 is jointly filed by (i) Ronald W. Burkle, (ii) Yucaipa American Management, LLC ("Yucaipa American"), (iii) Y Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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