

BURKLE RONALD W
Form 4
May 04, 2010

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

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

(Last) (First) (Middle)

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

2. Issuer Name and Ticker or Trading Symbol
BARNES & NOBLE INC [BKS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2010

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

LOS ANGELES, CA 90069

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 (1) 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	

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.