Edgar Filing: DEASON DAVID S - Form 4

DEASON D Form 4 October 03, 2											
FORM	14								OMB A	PPROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5	S	GES IN BENEFICIAL OWNERSH SECURITIES					Expires: Estimated a burden hou response	irs per			
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the Pul	blic Utili	ity Hold		pany	Act of	e Act of 1934, f 1935 or Section 40	n		
(Print or Type I	Responses)										
DEASON DAVID S Symbol				er Name and Ticker or Trading ES & NOBLE INC [BKS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle) 3.	Date of E	arliest Tra	ansaction			(Chec	k all applicable	5)	
(Month/D C/O BARNES & NOBLE INC., 122 10/01/20 FIFTH AVENUE				nth/Day/Year) 01/2008				Director 10% Owner X Officer (give title Other (specify below) VP, Development			
(Street) 4. If Ar			If Amend	If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
Filed(Mon NEW YORK, NY 10011				-				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I	[- Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if 7 (y/Year) (Code	on(A) or Dis (D) (Instr. 3, 4 Amount	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	10/01/2008			А	30,000 (1)	А	\$0	47,509	D		

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

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addres	Relationships							
	Director	10% Owner	Officer	Other				
DEASON DAVID S C/O BARNES & NOBLE INC 122 FIFTH AVENUE NEW YORK, NY 10011	2.		VP, Development					
Signatures								
/s/ David S. 1 Deason	0/03/2008							

**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) Grant of restricted shares vesting in equal installments on October 1 of each of the years 2009 through 2012.

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.