

BARNES & NOBLE INC
Form SC 13D/A
June 30, 2011

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 11)

BARNES & NOBLE, INC.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

067774109

(CUSIP Number)

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Mr. Peter J. Eichler, Jr.
Aletheia Research & Management, Inc.
100 Wilshire Boulevard, Suite 1900
Santa Monica, CA 90401
(310)-899-0800

June 28, 2011

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4) check the following box [].

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13D

CUSIP No. 067774109

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NAMES OF REPORTING PERSONS

S.S. or I.R.S. Identification Nos. of above persons.

1.

Aletheia Research & Management, Inc., IRS No. 95-4647814

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2.

(a) []

(b) []

SEC USE ONLY

3.

SOURCE OF FUNDS*

4.

WC, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

[]

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

United States

SOLE VOTING POWER

NUMBER OF

7.

SHARES

Less than 5% of the number of outstanding shares of any class of capital stock of the Issuer.

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

8.

EACH

0

REPORTING

9.

SOLE DISPOSITIVE POWER

PERSON WITH

**Less than 5% of the number of outstanding shares of
any class of capital stock of the Issuer.**
SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

Less than 5% of the number of outstanding shares of any class of capital stock of the Issuer.
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12.

[]
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

Less than 5% of the number of outstanding shares of any class of capital stock of the Issuer.
TYPE OF REPORTING PERSON

14.

IA

2

Item 1. Security and Issuer.

This statement relates to the Common Stock, \$.001 par value per share (the Common Stock), of Barnes & Noble, Inc., a Delaware corporation (the Issuer). The Issuer maintains its principal executive office at 122 Fifth Avenue, New York, New York 10011.

Item 2. Identity and Background.

(a) This statement is filed by Aletheia Research & Management, Inc., a California corporation (Aletheia), with respect to shares of the Issuer s Common Stock held by managed accounts over which Aletheia has discretionary authority and through partnerships with respect to which Aletheia serves as general partner. Peter J. Eichler, Jr. is the Chief Executive Officer of Aletheia.

(b)-(f) Aletheia filed an initial Schedule 13D for an event of November 30, 2009 (the Initial Schedule), an Amendment No. 1 for an event of January 8, 2010, an Amendment No. 2 for an event of January 25, 2010, an Amendment No. 3 for an event of January 31, 2010, an Amendment No. 4 for an event of May 18, 2010, an Amendment No. 5 for an event of September 9, 2010, an Amendment No. 6 for an event of October 19, 2010, an Amendment No. 7 for an event of December 17, 2010, an Amendment No. 8 for an event of April 20, 2011, an Amendment No. 9 for an event of June 1, 2011, and an Amendment No. 10 for an event of June 21, 2011 (collectively, the Previous Amendments). Except to the extent set forth in this Amendment, the information in the Initial Schedule and Previous Amendments remains unchanged. The filing of any amendment to this Schedule 13D (including the filing of this Amendment) shall not be construed to be an admission by Aletheia that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act, as amended.

Item 3. Source and Amount of Funds or Other Consideration.

Aletheia currently has beneficial ownership of less than 5% of the outstanding shares of any class of capital stock of the Issuer and is therefore discontinuing any reporting obligation under Section 13(d) of the Securities and Exchange Act of 1934 (the Securities Exchange Act).

Item 4. Purpose of Transaction.

Aletheia currently has beneficial ownership of less than 5% of the outstanding shares of any class of capital stock of the Issuer and is therefore discontinuing any reporting obligation under Section 13(d) of the Securities and Exchange Act of 1934 (the Securities Exchange Act).

Item 5. Interest in Securities of the Issuer.

Aletheia currently has beneficial ownership of less than 5% of the outstanding shares of any class of capital stock of the Issuer and is therefore discontinuing any reporting obligation under Section 13(d) of the Securities and Exchange Act of 1934 (the Securities Exchange Act).

Signatures

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 30, 2011

ALETHEIA RESEARCH & MANAGEMENT, INC.

By: /s/ Peter J. Eichler, Jr.
Peter J. Eichler, Jr.
Chief Executive Officer

APPENDIX I
TRANSACTIONS IN BARNES & NOBLE, INC.
COMMON STOCK - SINCE LAST FILING

Trade Date	Number of Shares Purchased	Purchase Price	Average Share Price for Purchases	Number of Shares Sold	Sales Price	Average Share Price for Sales
06/27/11	160	2,791	17.45	318,620	5,453,314	17.12
06/28/11	35	588	16.81	549,287	9,238,985	16.82