

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Liberty Media Corp (Last) (First) (Middle) 12300 LIBERTY BOULEVARD (Street) ENGLEWOOD, CO 80112 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/23/2011	3. Issuer Name and Ticker or Trading Symbol BARNES & NOBLE INC [BKS]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series J Preferred Stock	10/28/2011 ⁽¹⁾	08/18/2021 ⁽²⁾	Common Stock	12,000,000 ⁽¹⁾	\$ ⁽¹⁾	I	Held through wholly owned subsidiary ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Media Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112		X		

Signatures

LIBERTY MEDIA CORPORATION By: /s/ Craig Troyer, Vice President		09/27/2011
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- The Series J Preferred Stock is convertible into shares of common stock at any time following the Issuer's 2011 annual meeting of stockholders, which is scheduled to occur
- (1) on October 28, 2011, at a conversion rate determined in accordance with the provisions of the Certificate of Designations for the Series J Preferred Stock and subject to customary antidilution adjustment provisions. The initial conversion rate is 58.8235 shares of common stock for each share of Series J Preferred Stock.
 - (2) The Series J Preferred Stock is mandatorily redeemable on the tenth anniversary of the original issuance date.
 - (3) The shares of Series J Preferred Stock are held directly by Liberty GIC, Inc., which is a wholly owned subsidiary of the Reporting Person.

Remarks:

On September 22, 2011, the Reporting Person changed its name from "Liberty CapStarz, Inc." to "Liberty Media Corporation."

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.