

BARNES GROUP INC  
Form 4  
March 11, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
BARNES THOMAS O

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BARNES GROUP INC [B]

3. Date of Earliest Transaction (Month/Day/Year)  
03/10/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**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				(A) or (D)	309,243 <sup>(1)</sup>	D	
Common Stock				(A) or (D)	5,013.4428	I	By Employee Stock Purchase Plan
Common Stock				(A) or (D)	23,117.154	I	By 401(k) Plan
Common Stock				(A) or (D)	3,620.7779 <sup>(2)</sup>	I	By my wife
Common Stock				(A) or (D)	341,796 <sup>(2)</sup>	I	Trust #CF-2078

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Common Stock	233,459 <sup>(2)</sup>	I	Trust #CF-2363
Common Stock	1,316,488 <sup>(2)</sup>	I	Trust #CF-5044
Common Stock	39,356 <sup>(2)</sup>	I	Trust #42-01-100-8546568
Common Stock	418,768 <sup>(2)</sup>	I	Trust #42-01-100-8546559
Common Stock	76,470 <sup>(2)</sup>	I	Trust #42-01-100-8550714
Common Stock	161,652 <sup>(2)</sup>	I	Trust #42-01-100-8550720
Common Stock	487,540 <sup>(2)</sup>	I	Trust #42-01-100-8550719
Common Stock	414,756 <sup>(2)</sup>	I	Trust #42-01-100-8546558
Common Stock	84,432 <sup>(2)</sup>	I	Trust #42-01-100-8550713

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.** SEC 1474 (9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Dividend Equivalent (Right to Receive)	\$ 20.98	03/10/2008		A	8.9619	<sup>(3)</sup> <sup>(3)</sup>	Common Stock	8.9619

