

BARNES THOMAS O
Form 4
May 17, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
05/14/2010

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 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)
				(A) or (D) Code V Amount Price			
Common Stock	03/10/2010		G ⁽²⁾	V 6,000 D \$ 0	300,196 ⁽¹⁾	I	Trust #CF-2078
Common Stock	03/10/2010		G ⁽²⁾	V 750 A \$ 0	0	D	
Common Stock	05/14/2010		M	10,000 A \$ 9.105	0	D	
Common Stock	05/14/2010		S	10,000 D \$ 20.6303	207,691.0424 ⁽³⁾	D	
Common Stock					28,604.387	I	By 401(k) Plan

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Common Stock	3,889,0418 <u>(1)</u>	I	By my wife
Common Stock	39,356 <u>(1)</u>	I	Trust #42-01-100-85465
Common Stock	418,768 <u>(1)</u>	I	Trust #42-01-100-85465
Common Stock	76,470 <u>(1)</u>	I	Trust #42-01-100-85507
Common Stock	161,652 <u>(1)</u>	I	Trust #42-01-100-85507
Common Stock	487,540 <u>(1)</u>	I	Trust #42-01-100-85507
Common Stock	414,756 <u>(1)</u>	I	Trust #42-01-100-85465
Common Stock	84,432 <u>(1)</u>	I	Trust #42-01-100-85507
Common Stock	177,409 <u>(1)</u>	I	Trust #CF2363
Common Stock	888,352 <u>(1)</u>	I	Trust #CF5046
Common Stock	428,136 <u>(1)</u>	I	Trust #CF5048

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option-Right	\$ 9.105	05/14/2010		M	10,000	<u>(4)</u>	02/06/2011	Common Stock	10,000

