

O BRIEN LAWRENCE W  
 Form 4  
 February 09, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**O BRIEN LAWRENCE W**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**BARNES GROUP INC., 123 MAIN STREET**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/08/2010**

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

Vice President, Treasurer

(Street)

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

**BRISTOL, CT 06011-0489**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    | 02/08/2010                           |  | A <sup>(1)</sup>               | 5,800 A \$ 0  | 63,571 <sup>(2)</sup>   | D  |  |
| Common Stock                    |                                      |  |                                |   | 256.2936  | I  | By Company's Employee Stock Purchase Plan  |
| Common Stock                    |                                      |  |                                |   | 657.529   | I  | By Company's 401(k) Plan                   |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option-Right to Buy                  | \$ 15.265  | 02/08/2010                           |  | A                              | 8,000   | <sup>(3)</sup> 02/08/2020                                | Common Stock 8,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| O BRIEN LAWRENCE W<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06011-0489 |               |           | Vice President, Treasurer |       |

## Signatures

Signe S. Gates, pursuant to a Power of Atty 02/09/2010

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) Reporting Person has received 5800 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Includes balances of 1133 Restricted Stock Units granted 2/15/06, 1398 granted 2/14/07, 1700 granted 2/13/08 and 3600 granted 2/10/09, and a balance of 566 Performance Share Awards granted 2/13/08, that are subject to forfeiture if certain events occur.
- (3) The options vest at the rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/8/2010.
- (4) 1 for 1.

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