

BARNES THOMAS O
Form 4
May 17, 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 *
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 ⁽¹⁾ | I | By my wife |
| Common Stock | 39,356 ⁽¹⁾ | I | Trust #42-01-100-85465 |
| Common Stock | 418,768 ⁽¹⁾ | I | Trust #42-01-100-85465 |
| Common Stock | 76,470 ⁽¹⁾ | I | Trust #42-01-100-85507 |
| Common Stock | 161,652 ⁽¹⁾ | I | Trust #42-01-100-85507 |
| Common Stock | 487,540 ⁽¹⁾ | I | Trust #42-01-100-85507 |
| Common Stock | 414,756 ⁽¹⁾ | I | Trust #42-01-100-85465 |
| Common Stock | 84,432 ⁽¹⁾ | I | Trust #42-01-100-85507 |
| Common Stock | 177,409 ⁽¹⁾ | I | Trust #CF2363 |
| Common Stock | 888,352 ⁽¹⁾ | I | Trust #CF5046 |
| Common Stock | 428,136 ⁽¹⁾ | 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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | 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 | ⁽⁴⁾ | 02/06/2011 | Common Stock | 10,000 |

to Buy

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | X | | | |

Signatures

Monique B. Marchetti, pursuant to Power of Attorney 05/17/2010

__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 hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.
- (2) Gift from H.F. Barnes Trust No. CF2078 of 750 shares each to 8 recipients, including Reporting Person, for total of 6,000 shares.
- (3) Includes a balance of 2947 Restricted Stock Units granted 2/10/09 and 4913 granted 2/8/10 that are subject to forfeiture if certain events occur.
- (4) The options fully vested on 2/6/2004.
- (5) 1 for 1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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