

DENNINGER WILLIAM C  
 Form 4  
 October 16, 2007

**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 \*  
 DENNINGER WILLIAM C

(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)  
 10/15/2007

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)

Sr. VP, Finance & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 10/15/2007                           |  | S                              |   | 100 <u>(1)</u>  | D  | \$ 34.22  |
| Common Stock                    | 10/15/2007                           |  | S                              |   | 100 <u>(1)</u>  | D  | \$ 34.36  |
| Common Stock                    | 10/15/2007                           |  | S                              |   | 100 <u>(1)</u>  | D  | \$ 34.37  |
| Common Stock                    | 10/15/2007                           |  | S                              |   | 200 <u>(1)</u>  | D  | \$ 34.38  |
| Common Stock                    | 10/15/2007                           |  | S                              |   | 200 <u>(1)</u>  | D  | \$ 34.4   |

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|              |            |   |                |   |          |                          |   |
|--------------|------------|---|----------------|---|----------|--------------------------|---|
| Common Stock | 10/15/2007 | S | 200 <u>(1)</u> | D | \$ 34.41 | 0                        | D |
| Common Stock | 10/15/2007 | S | 100 <u>(1)</u> | D | \$ 34.45 | 0                        | D |
| Common Stock | 10/15/2007 | S | 100 <u>(1)</u> | D | \$ 34.46 | 0                        | D |
| Common Stock | 10/15/2007 | S | 100 <u>(1)</u> | D | \$ 34.48 | 0                        | D |
| Common Stock | 10/15/2007 | S | 500 <u>(1)</u> | D | \$ 34.5  | 0                        | D |
| Common Stock | 10/15/2007 | S | 300 <u>(1)</u> | D | \$ 34.51 | 0                        | D |
| Common Stock | 10/15/2007 | S | 800 <u>(1)</u> | D | \$ 34.52 | 0                        | D |
| Common Stock | 10/15/2007 | S | 300 <u>(1)</u> | D | \$ 34.53 | 0                        | D |
| Common Stock | 10/15/2007 | S | 500 <u>(1)</u> | D | \$ 34.54 | 0                        | D |
| Common Stock | 10/15/2007 | S | 200 <u>(1)</u> | D | \$ 34.56 | 0                        | D |
| Common Stock | 10/15/2007 | S | 200 <u>(1)</u> | D | \$ 34.57 | 0                        | D |
| Common Stock | 10/15/2007 | S | 100 <u>(1)</u> | D | \$ 34.6  | 0                        | D |
| Common Stock | 10/15/2007 | S | 200 <u>(1)</u> | D | \$ 34.62 | 0                        | D |
| Common Stock | 10/15/2007 | S | 300 <u>(1)</u> | D | \$ 34.63 | 0                        | D |
| Common Stock | 10/15/2007 | S | 400 <u>(1)</u> | D | \$ 34.64 | 217,223.06<br><u>(2)</u> | D |

|              |  |  |  |  |  |             |   |   |
|--------------|--|--|--|--|--|-------------|---|---|
| Common Stock |  |  |  |  |  | 15,432.1333 | I | By Company's Employee Stock Purchase Plan |
| Common Stock |  |  |  |  |  | 10,450.642  | I | By Company's 401(k) Plan                  |

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

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(9-02)

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**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| DENNINGER WILLIAM C<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06011-0489 | X             |           | Sr. VP, Finance & CFO |       |

## Signatures

Nancy M. Clark, pursuant to a Power of Atty 10/16/2007

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) Transaction is made in accordance with a 10b5-1 Plan.

(2) Includes a balance of 12,000 Restricted Stock Units granted 4/14/04, a balance of 9,000 Restricted Stock Units and a balance of 4,500 Performance Share Awards granted 2/16/05, 10,800 Restricted Stock Units and a balance of 4,000 Performance Share Awards granted 2/15/06, and 6,000 Restricted Stock Units and 6,000 Performance Share Awards granted 2/14/07 that are subject to forfeiture if certain events occur.

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.