

BOYLE FRANCIS C JR
Form 4
September 14, 2009

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 *
BOYLE FRANCIS C JR

(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)
09/10/2009

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)

VP, Finance and CAO

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 | 09/10/2009 | | M | | 3,334 (1) A \$ 9.56 | 0 | D | |
| Common Stock | 09/10/2009 | | S | | 3,334 (1) D \$ 16.0797 | 0 | D | |
| Common Stock | 09/10/2009 | | M | | 2,066 (1) A \$ 14.77 | 0 | D | |
| Common Stock | 09/10/2009 | | S | | 2,066 (1) D \$ 16.1369 | 0 | D | |
| Common Stock | 09/10/2009 | | M | | 1,998 (1) A \$ 12.615 | 0 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------------|---|------------|------------|---|--------------------------|
| Common Stock | 09/10/2009 | S | 1,998 (1) | D | \$ 16.0761 | 50,065 (2) | D | |
| Common Stock | | | | | | 1,023.127 | 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 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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stk Option-Right to Buy | \$ 9.56 | 09/10/2009 | | M | 3,334 | (3) 02/13/2013 | Common Stock | 3,334 |
| Employee Stk Option-Right to Buy | \$ 14.77 | 09/10/2009 | | M | 2,066 | (5) 02/11/2014 | Common Stock | 2,066 |
| Employee Stk Option-Right to Buy | \$ 12.615 | 09/10/2009 | | M | 1,998 | (6) 02/16/2015 | Common Stock | 1,998 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOYLE FRANCIS C JR BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | | | VP, Finance and CAO | |

Signatures

Signe S. Gates, pursuant to a Power
of Atty

09/11/2009

__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 made in accordance with a 10b5-1 Plan.

Includes 1133 restricted stock units from 2/15/06 grant, 1398 from 2/14/2007 grant, 1700 from 2/13/2008 grant and 3600 from 2/10/09 grant, and balances of 700 performance share awards from 2/14/2007 grant and 1133 from 2/13/2008 grant, that are subject for forfeiture if certain events occur.

(3) The options fully vested on 2/13/2008.

(4) 1 for 1.

(5) The options fully vested on 8/11/2008.

(6) The options fully vested on 8/16/2008.

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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