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GATES SI	GNE S									
Form 4	2010									
March 29, 2	ЛЛ	STATES	SECU	RITIES	AND EX	KCH A	ANGE C	OMMISSION	OMB AP	
Check this boxWashif no longerSTATEMENT OF CHANGsubject toSection 16.Section 16.Form 4 orForm 5Filed pursuant to Section 16.					GES IN BENEFICIAL OWNERSHIP OF SECURITIES 6(a) of the Securities Exchange Act of 1934,				Number:3235-028Number:January 3Expires:200Estimated averageburden hours perresponse0.	
obligati may co <i>See</i> Inst 1(b). (Print or Type	ntinue. struction	(a) of the H	Public I	Utility Ho	olding Co	mpar	•	1935 or Section		
	Address of Reporting	g Person <u>*</u>	Symbol	ier Name a i IES GRO				5. Relationship of F Issuer (Check	Reporting Perso all applicable)	
(Last) BARNES STREET	(First) (GROUP INC., 12	(Middle) 3 MAIN		of Earliest /Day/Year) 2010		n		Director X Officer (give t below)	10%	Owner · (specify
DDICTOL	(Street)			nendment, l onth/Day/Ye	-	nal		6. Individual or Join Applicable Line) _X_ Form filed by Or Form filed by Mo	ne Reporting Pers	son
BRISTOL	, CT 06011-0489							Person	1	U
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code	4. Securit oror Dispos (Instr. 3, 4	ed of (5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/25/2010			Code V M	Amount 14,664	(D) A	Price \$ 18.6275	(Instr. 3 and 4) 0	D	
Common Stock	03/25/2010			S	14,664 (1)	D	\$ 19.7434	106,631.1987	D	

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
(Employee Stk Option-Right to Buy	\$ 18.6275	03/25/2010		М	14,664	(3)	02/15/2016	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GATES SIGNE S BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Gen. Counsel & Sec.			
Signatures						

03/29/2010 Signe S. Gates **Signature of 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.
- Includes 3332 restricted stock units from 2/15/06 grant, 3596 from 2/14/07 grant, 4500 from 2/13/08 grant and 9700 from 2/10/09 grant, (2)and balances of 1500 from 2/13/08 grant, that are subject for forfeiture if certain events occur.
- (3) The options vested 100% immediately on 8/15/2009.

(4) 1 for 1.

Reporting Person

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.