BARNES THOMAS O

Form 4 May 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Add BARNES THO	-	ting Person *	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)	3. Date of Earliest Transaction	(Cheek an appheasie)
BARNES GROUP INC., 123 MAIN STREET		123 MAIN	(Month/Day/Year) 05/14/2010	X Director 10% Owner Other (specify below)
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
BRISTOL, CT	C 06011-048	89	Filed(Month/Day/Year)	Applicable Line) _X_ 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							y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securit for Dispos (Instr. 3, 4	ed of (` ′	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)
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 <u>(1)</u>	I	Trust #42-01-100-85465
Common Stock	418,768 (1)	I	Trust #42-01-100-85465
Common Stock	76,470 <u>(1)</u>	I	Trust #42-01-100-85507
Common Stock	161,652 <u>(1)</u>	I	Trust #42-01-100-85507
Common Stock	487,540 (1)	I	Trust #42-01-100-85507
Common Stock	414,756 <u>(1)</u>	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 <u>(1)</u>	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.

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SEC 1474

(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. Transactic 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	Amour or Number of Sha
Employee Stk Option-Right	\$ 9.105	05/14/2010		M	10,000	<u>(4)</u>	02/06/2011	Common Stock	10,00

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. 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.

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