

STEPHENS CHRISTOPHER J
 Form 4
 February 10, 2012

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 *
 STEPHENS CHRISTOPHER J

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)
 BARNES GROUP INC., 123 MAIN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Finance and CFO

BRISTOL, CT 06010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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	02/08/2012		F		1,814	D	\$ 26.59
Common Stock	02/08/2012		A ⁽¹⁾		7,400	A	\$ 0
Common Stock	02/08/2012		A ⁽²⁾		28,200	A	\$ 0
Common Stock	02/08/2012		A ⁽³⁾		12,300	A	\$ 0
Common Stock						I	4,519.1444

By Company's Employee

Common Stock	907.46	I	Stock Purchase Plan By Company's 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option-Right to Buy	\$ 26.59	02/08/2012		A	13,600	<u>(5)</u> 02/08/2022	Common Stock	13,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENS CHRISTOPHER J BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			SVP, Finance and CFO	

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney 02/10/2012

__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 has received 7400 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Reporting Person has received 28200 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (3) Reporting Person has received 12300 Performance Share Awards that are subject to forfeiture if certain events occur.
- (4) Includes balances of 4195 Restricted Stock Units granted 2/10/09, 5394 granted 2/8/10 and 7300 granted 2/9/11, and 7300 Performance Share Awards granted 2/9/11, that are subject to forfeiture if certain events occur.
- (5) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/8/2012.
- (6) 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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