

BARNES THOMAS O
Form 4
February 25, 2011

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 *
BARNES THOMAS O

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 (Month/Day/Year)
02/24/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

BARNES GROUP INC., 123 MAIN STREET

(Street)

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

BRISTOL, CT 06010

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/24/2011		M	A	\$ 11.5	0	D
Common Stock	02/24/2011		S	D	\$ 20.7302	362,016.1954 ⁽¹⁾	D
Common Stock	02/24/2011		S	D	\$ 20.8148	416,768 ⁽²⁾	I Trust #42-01-100-85465
Common Stock	02/24/2011		S	D	\$ 20.8119	486,115 ⁽²⁾	I Trust #42-01-100-85507
Common Stock	02/24/2011		S	D	\$ 20.8	413,481 ⁽²⁾	I Trust #42-01-100-85465

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Common Stock	30,252.069	I	By 401(k) Plan
Common Stock	3,939,9685 ⁽²⁾	I	By my wife
Common Stock	39,356 ⁽²⁾	I	Trust #42-01-100-854650
Common Stock	76,470 ⁽²⁾	I	Trust #42-01-100-85507
Common Stock	161,652 ⁽²⁾	I	Trust #42-01-100-85507
Common Stock	84,432 ⁽²⁾	I	Trust #42-01-100-85507
Common Stock	300,196 ⁽²⁾	I	Trust #CF-2078
Common Stock	156,972 ⁽²⁾	I	Trust #CF2363
Common Stock	236,578 ⁽²⁾	I	Trust #CF5048

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. 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)	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 11.5	02/24/2011		M	10,000	⁽³⁾ 02/05/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X			

Signatures

Monique B. Marchetti, pursuant to Power of Attorney	02/25/2011
**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) Includes a balance of 2456 Restricted Stock Units granted 2/8/10 and 3621 granted 2/8/11 that are subject to forfeiture if certain events occur.
- (2) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.
- (3) The options fully vested on 2/5/2005.
- (4) 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.