

BARNES GROUP INC
Form 4
May 15, 2008

FORM 4

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

OMB APPROVAL

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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

(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)
05/14/2008

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/21/2008		G ⁽¹⁾	V 3,600 D \$ 0	338,196 ⁽⁵⁾	I	Trust #CF-2078
Common Stock	03/12/2008		G ⁽¹⁾	V 450 A \$ 0	0	D	
Common Stock	04/21/2008		G	V 450 D \$ 0	0	D	
Common Stock	04/21/2008		G	V 100 D \$ 0	0	D	
Common Stock	04/21/2008		G	V 110 D \$ 0	0	D	

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Common Stock	05/14/2008	M	16,000 (2)	A	\$ 9.72	0	D	
Common Stock	05/14/2008	S	16,000 (2)	D	\$ 32.1343	314,148.5678 (3) (4)	D	
Common Stock						23,328.647	I	By 401(k) Plan
Common Stock						3,644.4112 (5)	I	By my wife
Common Stock						39,356 (5)	I	Trust #42-01-100-85465
Common Stock						418,768 (5)	I	Trust #42-01-100-85465
Common Stock						76,470 (5)	I	Trust #42-01-100-85507
Common Stock						161,652 (5)	I	Trust #42-01-100-85507
Common Stock						487,540 (5)	I	Trust #42-01-100-85507
Common Stock						414,756 (5)	I	Trust #42-01-100-85465
Common Stock						84,432 (5)	I	Trust #42-01-100-85507
Common Stock						233,459 (5)	I	Trust #CF2363
Common Stock						1,316,488 (5)	I	Trust #CF5044

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)
				Code	V (A) (D)		Title

					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 9.72	05/14/2008	M	16,000 (2)	(6)	02/19/2009	Common Stock	16,000

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

Signe S. Gates, pursuant to Power of Attorney

05/15/2008

**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) Gift from H.F. Barnes Trust No. CF2078 of 450 shares each to 8 recipients, including Reporting Person, for total of 3,600 shares.
- (2) Transaction is made in accordance with a 10b5-1 Plan.
- (3) Includes 3,100 Restricted Stock Units granted 4/14/2004, a balance of 1,343 granted on 2/14/07 and 2,843 granted 2/13/08 that are subject to forfeiture if certain events occur.
- (4) Includes 5115.5678 shares transferred from Reporting Person's employee stock purchase plan account on 4/28/08.
- (5) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.
- (6) The options fully vested on 2/19/2003.
- (7) 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.