

GATES SIGNE S
Form 4
September 08, 2009

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 *
GATES SIGNE S

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

3. Date of Earliest Transaction (Month/Day/Year)
09/04/2009

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

Sr. VP, Gen. Counsel & Sec.

(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 06011-0489

(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	09/04/2009		M		15,100 (1) A \$ 14.77 0	D	
Common Stock	09/04/2009		M		9,666 (1) A \$ 14.5575 0	D	
Common Stock	09/04/2009		M		2,810 (1) A \$ 14.495 0	D	
Common Stock	09/04/2009		M		4,226 (1) A \$ 13.6 0	D	
Common Stock	09/04/2009		M		11,198 (1) A \$ 13.3875 0	D	

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Common Stock 09/04/2009 S 43,000 (1) D \$ 15.0837 (2) D 108,783.539

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	\$ 14.77	09/04/2009		M	15,100	(3) 02/11/2014	Common Stock	15,100
Employee Stk Option-Right to Buy	\$ 14.5575	09/04/2009		M	9,666	(5) 02/05/2012	Common Stock	9,666
Employee Stk Option-Right to Buy	\$ 14.495	09/04/2009		M	2,810	(6) 02/06/2011	Common Stock	2,810
Employee Stk Option-Right to Buy	\$ 13.6	09/04/2009		M	4,226	(7) 02/06/2011	Common Stock	4,226
Employee Stk Option-Right to Buy	\$ 13.3875	09/04/2009		M	11,198	(8) 02/06/2011	Common Stock	11,198

Reporting Owners

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

BRISTOL, CT 06011-0489

Signatures

Signe S. Gates

09/08/2009

__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) Transaction is made in accordance with a 10b5-1 Plan.

(2) 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, and balances of 1800 performance share awards from 2/14/07 grant and 3000 from 2/13/08 grant, that are subject for forfeiture if certain events occur.

(3) The options fully vested on 8/11/2008.

(4) 1 for 1.

(5) The options vested 100% immediately on 4/29/2005.

(6) The options vested 100% immediately on 10/29/2003.

(7) The options vested 100% immediately on 4/29/2004.

(8) The options vested 100% immediately on 2/26/2004.

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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