Edgar Filing: BARNES GROUP INC - Form 4

Form 4 March 12, FORI Check if no lo subject Section Form 4 Form 5 obligat may co	M 4 UNITED this box onger t to n 16. f or 5 Filed pu Section 17	MENT OF Irsuant to Se V(a) of the Pu	Washing CHANGES SE oction 16(a) ublic Utility	gtor S IP CU of 1 Ho	n, D.C. 205 N BENEFIG RITIES the Securition	49 C IAI es Ex pany	L OWN tchange Act of	OMMISSION NERSHIP OF e Act of 1934, 1935 or Sectior 0	OMB Number: Expires: Estimated burden ho response.	ours per
(Print or Typ	e Kesponses)									
	Address of Reporting	S	Symbol		nd Ticker or T DUP INC [B		g	5. Relationship of Issuer		
(Last)	(First)		B. Date of Earli		-	-		(Check	k all applicab	ole)
BARNES STREET	GROUP INC., 12		Month/Day/Y)3/10/2009	ear)				X Director Officer (give t below)		% Owner ther (specify
	(Street)		. If Amendme		-			6. Individual or Jo	int/Group Fil	ling(Check
BRISTOL	., CT 06011-0489	F	Filed(Month/Da	y/Ye	ear)			Applicable Line) _X_ Form filed by O Form filed by M Person		
(City)	(State)	(Zip)	Table I - I	Non	-Derivative S	ecurit	ties Acqu	uired, Disposed of	, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Da	3. tte, if Transa Code Year) (Instr. Code	8)	4. Securities onor Disposed of (Instr. 3, 4 ar Amount	of (D)		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								26,944 <u>(1)</u>	D	
Stock Common Stock	03/10/2009		А		368.6624	А	\$ 9.342		I	By Non-Employee Director Deferred Stock Plan
Common Stock	03/10/2009		A		204.9861	A	\$ 9.342	3,689.893	I	By Non-Employee Director Deferred Stock Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
					E	Exercisable Date	Title Number				
								of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
GRIFFIN DONALD W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	Х							
Signatures								

Nancy M. Clark, pursuant to a Power of Attorney

03/12/2009 Date

Explanation of Responses:

**Signature of Reporting Person

* 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 1421 restricted stock units from 2/13/08 grant and 5895 from 2/10/09 grant, that are subject for forfeiture if certain events occur.

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.