#### **BRISTOW WILLIAM S JR**

Form 4

February 09, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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burden hours per

Estimated average

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BRISTOW WILLIAM S JR** 

2. Issuer Name and Ticker or Trading Symbol

BARNES GROUP INC ["B"]

5. Relationship of Reporting Person(s) to

Officer (give title

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Check all applicable) X\_ Director

10% Owner

Other (specify

BARNES GROUP INC., P.O. BOX 489, 123 MAIN STREET

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

02/08/2010

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

D

I

below)

BRISTOL, CT 06011-0489

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Indirect (Month/Day/Year) Ownership

Security (Instr. 3) Execution Date, if (Month/Day/Year) TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)

Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Common 02/08/2010 Stock

 $A^{(1)}$ 

4,913 Α

463,871 (2) \$0

30,418

Trust #42-01-100-8517735

(9-02)

Common Stock

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amoun	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration Date		Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
8	Director	10% Owner	Officer	Other			
BRISTOW WILLIAM S JR BARNES GROUP INC. P.O. BOX 489, 123 MAIN STREET BRISTOL, CT 06011-0489	X						
Signatures							
Signe S. Gates, Pursuant to a Power of Atty		02/09/201	0				

### **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).

Date

- (1) Reporting Person has received 4913 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Includes 1421 Restricted Stock Units granted 2/13/08 and 5895 granted 2/10/09, that are subject to 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.

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