

Toussaint Claudia S  
 Form 3  
 April 27, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Â Toussaint Claudia S (Last) (First) (Middle)  BARNES GROUP INC., Â 123 MAIN STREET (Street)  BRISTOL, Â CT Â 06010 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/26/2010	3. Issuer Name <b>and</b> Ticker or Trading Symbol BARNES GROUP INC [B]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Gen. Counsel & Secretary	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	19,500 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Toussaint Claudia S - Form 3

	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stk Option-Right to Buy	Â (2)	04/26/2020	Common Stock 17,500 \$ 20.89	D Â
Employee Stk Option-Right to Buy	Â (3)	04/26/2020	Common Stock 20,700 \$ 20.89	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Toussaint Claudia S BARNES GROUP INC. 123 MAIN STREET BRISTOL,Â CTÂ 06010	Â	Â	Â SVP, Gen. Counsel & Secretary	Â

## Signatures

Claudia S.  
Toussaint

04/27/2010

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 13,500 Restricted Stock Units and 6,000 Performance Share Awards granted 4/26/2010 that are subject to forfeiture if certain events occur.
- (2) The option vests at the rate of 33.3334% on August 8, 2011, and 33.3333% on each of August 8, 2012 and August 8, 2013.
- (3) The option vests at the rate of 33.3334% on October 26, 2011, and 33.3333% on each of October 26, 2012 and October 26, 2013.

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.