

BARNES GROUP INC
Form 4
November 12, 2010

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 *
ALDEN JOHN W

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BARNES GROUP INC [B]

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2010

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)

Vice President, Tax

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/10/2010		M		3,266	A	\$ 17.165
Common Stock	11/10/2010		M		4,294	A	\$ 14.7975
Common Stock	11/10/2010		M		19,942	A	\$ 17.1125
Common Stock	11/10/2010		S		27,502	D	\$ 19.0972
Common Stock							82,743.7358 <u>(1)</u>
Common Stock							1,753.614

By
Company's
401 (k)

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

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 17.165	11/10/2010		M	3,266	<u>(2)</u> 02/06/2011	Common Stock	3,266
Employee Stk Option-Right to Buy	\$ 14.7975	11/10/2010		M	4,294	<u>(4)</u> 02/06/2011	Common Stock	4,294
Employee Stk Option-Right to Buy	\$ 17.1125	11/10/2010		M	19,942	<u>(5)</u> 02/06/2011	Common Stock	19,942

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALDEN JOHN W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			Vice President, Tax	

Signatures

Monique B. Marchetti, Pursuant to a Power of Attorney
11/12/2010

**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) Includes balances of 699 Restricted Stock Units granted 2/14/07, 1132 granted 2/13/08, 3600 granted 2/10/09 and 5800 granted 2/8/10, and 566 Performance Share Awards granted 2/13/08, that are subject to forfeiture if certain events occur.
- (2) This option fully vested on 11/28/2005.
- (3) 1 for 1.
- (4) This option fully vested on 5/26/2005.
- (5) This option fully vested on 8/24/2005.

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.