

BARNES THOMAS O
Form 4
December 03, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BARNES THOMAS O

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)
12/01/2010

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

(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 06010

(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	11/05/2010		G	V 1,400 D \$ 0	0	D	
Common Stock	11/08/2010		G	V 1,100 D \$ 0	0	D	
Common Stock	11/23/2010		G ⁽¹⁾	V 888,352 D \$ 0	0 ⁽²⁾	I	Trust #CF5046
Common Stock	11/23/2010		G ⁽¹⁾	V 243,694 A \$ 0	0	D	
Common Stock	11/23/2010		G	V 191,558 D \$ 0	236,578 ⁽²⁾	I	Trust #CF5048

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Common Stock	12/01/2010	S	80,000 <u>(4)</u>	D	\$ 19.5185	360,177.1706 <u>(3)</u>	D	
Common Stock						29,967.776	I	By 401(k) Plan
Common Stock						3,924.7415 <u>(2)</u>	I	By my wife
Common Stock						39,356 <u>(2)</u>	I	Trust #42-01-100-8546
Common Stock						418,768 <u>(2)</u>	I	Trust #42-01-100-8546
Common Stock						76,470 <u>(2)</u>	I	Trust #42-01-100-8550
Common Stock						161,652 <u>(2)</u>	I	Trust #42-01-100-8550
Common Stock						487,540 <u>(2)</u>	I	Trust #42-01-100-8550
Common Stock						414,756 <u>(2)</u>	I	Trust #42-01-100-8546
Common Stock						84,432 <u>(2)</u>	I	Trust #42-01-100-8550
Common Stock						300,196 <u>(2)</u>	I	Trust #CF-2078
Common Stock						177,409 <u>(2)</u>	I	Trust #CF2363

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.

SEC 1474
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
							Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X			

Signatures

Monique B. Marchetti, pursuant to Power of Attorney 12/03/2010

__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) Distribution of 888,352 shares from W. Barnes 2008 GRAT No. CF5046, including 243,694 shares to Reporting Person.
- (2) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.
- (3) Includes a balance of 2947 Restricted Stock Units granted 2/10/09 and 4913 granted 2/8/10 that are subject to forfeiture if certain events occur.
- (4) Transaction is made in accordance with a 10b5-1 Plan.

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.