

BARNES THOMAS O
Form 4
May 24, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2007

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

BARNES GROUP INC., 123 MAIN STREET

(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 06011-0489

(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	03/01/2007		G ⁽¹⁾	V 4,400 D \$ 0	601,514 ⁽⁴⁾	I	Trust #CF-2078
Common Stock	03/06/2007		G ⁽¹⁾	V 550 A \$ 0	307,774 ⁽³⁾	D	
Common Stock	04/12/2007		G ⁽²⁾	V 259,718 D \$ 0	341,796 ⁽⁴⁾	I	Trust #CF-2078
Common Stock	04/26/2007		G	V 14,187 D \$ 0	245,531 ⁽⁴⁾	I	Trust #CF2363
Common Stock	04/26/2007		G	V 550 D \$ 0	307,224 ⁽³⁾	D	

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Common Stock	5,887.3489	I	By Employee Stock Purchase Plan
Common Stock	21,829.675	I	By 401(k) Plan
Common Stock	2,076.7504 ⁽⁴⁾	I	By my wife
Common Stock	39,356 ⁽⁴⁾	I	Trust #42-01-100-8546568
Common Stock	418,768 ⁽⁴⁾	I	Trust #42-01-100-8546559
Common Stock	76,470 ⁽⁴⁾	I	Trust #42-01-100-8550714
Common Stock	161,652 ⁽⁴⁾	I	Trust #42-01-100-8550720
Common Stock	487,540 ⁽⁴⁾	I	Trust #42-01-100-8550719
Common Stock	414,756 ⁽⁴⁾	I	Trust #42-01-100-8546558
Common Stock	84,432 ⁽⁴⁾	I	Trust #42-01-100-8550713

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 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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X			

Signatures

Nancy M. Clark, Pursuant to a Power of Atty 05/24/2007

**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) Gift from H.F. Barnes Trust No. CF2078 of 550 shares each to 8 recipients, including Reporting Person, for total of 4,400 shares.
- (2) Gift of 259,718 shares from H.F. Barnes Trust No. CF2078 to the H.F. Barnes Charitable Lead Annuity Trust No. CF2363.
- (3) Includes 4,000 Restricted Stock Units granted 2/13/2003, 3,100 granted 4/14/2004, a balance of 1,610 granted 2/15/06 and 2,686 granted on 2/14/07 that are subject to forfeiture if certain events occur.
- (4) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.

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.