

BARNES GROUP INC
Form 4
December 28, 2007

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

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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 *
MILZCIK GREGORY F

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2007

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)

President & CEO

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	12/26/2007		M		26,738 A \$ 14.1375	0	D
Common Stock	12/26/2007		M		1,850 A \$ 15.1925	0	D
Common Stock	12/26/2007		M		13,086 A \$ 17.5075	0	D
Common Stock	12/26/2007		M		38,326 A \$ 17.45	0	D
Common Stock	12/26/2007		S		80,000 (1) D \$ 34.043	289,117 (2)	D

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Common Stock	12/27/2007	M	704	A	\$ 17.45	0	D
Common Stock	12/27/2007	M	894	A	\$ 17.45	0	D
Common Stock	12/27/2007	M	4,574	A	\$ 17.45	0	D
Common Stock	12/27/2007	S	<u>6,172</u> ⁽¹⁾	D	\$ 33.8639	0	D
Common Stock	12/27/2007	S	<u>6,900</u> ⁽¹⁾	D	\$ 33.75	0	D
Common Stock	12/27/2007	S	<u>3,600</u> ⁽¹⁾	D	\$ 33.76	0	D
Common Stock	12/27/2007	S	<u>2,200</u> ⁽¹⁾	D	\$ 33.77	0	D
Common Stock	12/27/2007	S	<u>1,202</u> ⁽¹⁾	D	\$ 33.78	0	D
Common Stock	12/27/2007	S	<u>1,200</u> ⁽¹⁾	D	\$ 33.79	0	D
Common Stock	12/27/2007	S	<u>1,300</u> ⁽¹⁾	D	\$ 33.8	0	D
Common Stock	12/27/2007	S	<u>3,100</u> ⁽¹⁾	D	\$ 33.81	0	D
Common Stock	12/27/2007	S	200 <u>(1)</u>	D	\$ 33.82	0	D
Common Stock	12/27/2007	S	300 <u>(1)</u>	D	\$ 33.83	0	D
Common Stock	12/27/2007	S	300 <u>(1)</u>	D	\$ 33.84	0	D
Common Stock	12/27/2007	S	<u>1,328</u> ⁽¹⁾	D	\$ 33.85	0	D
Common Stock	12/27/2007	S	200 <u>(1)</u>	D	\$ 33.86	0	D
Common Stock	12/27/2007	S	900 <u>(1)</u>	D	\$ 33.88	0	D
Common Stock	12/27/2007	S	100 <u>(1)</u>	D	\$ 33.89	0	D
Common Stock	12/27/2007	S	200 <u>(1)</u>	D	\$ 33.91	266,087 <u>(2)</u>	D
Common Stock						8,536.675	I

By
Company's
401(k) Plan

Common Stock	1,760.9082	I	By Company's Employee Stock Purchase Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stk Option-Right to Buy	\$ 14.1375	12/26/2007		M	26,738	(3) 02/06/2011	Common Stock	26,738	
Employee Stk Option-Right to Buy	\$ 15.1925	12/26/2007		M	1,850	(5) 07/15/2009	Common Stock	1,850	
Employee Stk Option-Right to Buy	\$ 17.5075	12/26/2007		M	13,086	(6) 07/15/2009	Common Stock	13,086	
Employee Stk Option-Right to Buy	\$ 17.45	12/26/2007		M	38,326	(7) 07/15/2009	Common Stock	38,326	
Employee Stk Option-Right to Buy	\$ 17.45	12/27/2007		M	704	(7) 07/15/2009	Common Stock	704	
Employee Stk Option-Right to Buy	\$ 17.45	12/27/2007		M	894	(7) 07/15/2009	Common Stock	894	
Employee Stk Option-Right	\$ 17.45	12/27/2007		M	4,574	(7) 07/15/2009	Common Stock	4,574	

to Buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILZCIK GREGORY F BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X		President & CEO	

Signatures

Signe S. Gates, pursuant to a Power of Atty 12/28/2007

 **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) Transaction is made in accordance with a 10b5-1 Plan.
Includes a balance of 12,000 Restricted Stock Units granted 4/14/04, a balance of 9,000 Restricted Stock Units and a balance of 4,500 Performance Share Awards granted 2/16/05, 17,000 Restricted Stock Units and a balance of 5,333 Performance Share Awards granted 2/15/06, 24,741 Restricted Stock Units granted 10/19/06, and 13,600 Restricted Stock Units and 27,300 Performance Share Awards granted 2/14/07 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 4/27/04.
- (3) 1 for 1.
- (4) The options vest 100% immediately on 5/10/05.
- (5) The options vest immediately on 8/11/05.
- (6) The options vest immediately on 11/10/05.
- (7) The options vest immediately on 11/10/05.

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.