

EDWARDS DAWN N
Form 3
August 03, 2009

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)

<p>1. Name and Address of Reporting Person *</p> <p>EDWARDS DAWN N</p> <p>(Last) (First) (Middle)</p> <p>BARNES GROUP INC., 123 MAIN STREET</p> <p>(Street)</p> <p>BRISTOL, CT 06010</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/03/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BARNES GROUP INC [B]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Human Resources</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	5,021.1678 ⁽¹⁾	D	
Common Stock	7,142	I	by Company's 401(k) Plan

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)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stk Option-Right to Buy	Â (2)	02/14/2017	Common Stock	5,700	\$ 22.335	D	Â
Employee Stk Option-Right to Buy	Â (3)	02/13/2018	Common Stock	6,150	\$ 26.38	D	Â
Employee Stk Option-Right to Buy	Â (4)	02/10/2019	Common Stock	14,200	\$ 11.45	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS DAWN N BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	Â	Â	Â SVP, Human Resources	Â

Signatures

Dawn N. Edwards 08/03/2009

**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 a balance of 766 Restricted Stock Units from 2/16/05 grant and 1333 from 2/15/06 grant that are subject to forfeiture if certain events occur.
 - (2) The option vests in three equal installments on the first, second and third anniversaries of the 2/14/07 grant date.
 - (3) The option vests in three equal installments on the first, second and third anniversaries of the 2/13/08 grant date.
 - (4) The option vests in three equal installments on the first, second and third anniversaries of the 2/10/09 grant date.

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.