

BOYLE FRANCIS C JR
Form 4
September 14, 2009

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 *
BOYLE FRANCIS C JR

(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)
09/10/2009

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)

VP, Finance and CAO

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	09/10/2009		M		3,334 (1) \$ 9.56 0	D	
Common Stock	09/10/2009		S		3,334 (1) \$ 16.0797 0	D	
Common Stock	09/10/2009		M		2,066 (1) \$ 14.77 0	D	
Common Stock	09/10/2009		S		2,066 (1) \$ 16.1369 0	D	
Common Stock	09/10/2009		M		1,998 (1) \$ 12.615 0	D	

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Common Stock	09/10/2009	S	1,998 <u>(1)</u>	D	\$ 16.0761	50,065 <u>(2)</u>	D	
Common Stock						1,023.127	I	By Company's 401(k) Plan

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 (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
Employee Stk Option-Right to Buy	\$ 9.56	09/10/2009		M	3,334	<u>(3)</u> 02/13/2013	Common Stock	3,334
Employee Stk Option-Right to Buy	\$ 14.77	09/10/2009		M	2,066	<u>(5)</u> 02/11/2014	Common Stock	2,066
Employee Stk Option-Right to Buy	\$ 12.615	09/10/2009		M	1,998	<u>(6)</u> 02/16/2015	Common Stock	1,998

Reporting Owners

Reporting Owner Name / Address

Relationships

BOYLE FRANCIS C JR
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011-0489

Director 10% Owner Officer Other

VP, Finance and CAO

Signatures

Signe S. Gates, pursuant to a Power
of Atty

09/11/2009

__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 made in accordance with a 10b5-1 Plan.

Includes 1133 restricted stock units from 2/15/06 grant, 1398 from 2/14/2007 grant, 1700 from 2/13/2008 grant and 3600 from 2/10/09 grant, and balances of 700 performance share awards from 2/14/2007 grant and 1133 from 2/13/2008 grant, that are subject for forfeiture if certain events occur.

(3) The options fully vested on 2/13/2008.

(4) 1 for 1.

(5) The options fully vested on 8/11/2008.

(6) The options fully vested on 8/16/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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