

MILZCIK GREGORY F
Form 4
May 11, 2011

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 *
MILZCIK GREGORY F

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06010

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2011

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 or Price | | |
| Common Stock | 05/09/2011 | | M | | 10,000 (1) | A | \$ 9.56 0 D |
| Common Stock | 05/09/2011 | | M | | 7,784 (1) | A | \$ 14.1375 0 D |
| Common Stock | 05/09/2011 | | M | | 10,174 (1) | A | \$ 15.1925 0 D |
| Common Stock | 05/09/2011 | | M | | 13,890 (1) | A | \$ 15.1925 0 D |
| Common Stock | 05/09/2011 | | M | | 10,470 (1) | A | \$ 17.45 0 D |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|------------|--------------------|---|--------------------------|
| Common Stock | 05/09/2011 | S | 52,318 <u>(1)</u> | D | \$ 25.3422 | 470,911 <u>(2)</u> | D | |
| Common Stock | | | | | | 15,070.382 | 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 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option-Right to Buy | \$ 9.56 | 05/09/2011 | | M | 10,000 | 02/13/2008 02/13/2013 | Common Stock | 10,000 |
| Stock Option-Right to Buy | \$ 14.1375 | 05/09/2011 | | M | 7,784 | 04/27/2004 02/13/2013 | Common Stock | 7,784 |
| Stock Option-Right to Buy | \$ 15.1925 | 05/09/2011 | | M | 10,174 | 05/10/2005 02/05/2012 | Common Stock | 10,174 |
| Stock Option-Right to Buy | \$ 15.1925 | 05/09/2011 | | M | 13,890 | 05/10/2005 02/05/2012 | Common Stock | 13,890 |
| Stock Option-Right to Buy | \$ 17.45 | 05/09/2011 | | M | 10,470 | 11/10/2005 02/05/2012 | Common Stock | 10,470 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

MILZCIK GREGORY F
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06010

X

President & CEO

Signatures

Monique B. Marchetti, pursuant to a Power
of Atty

05/11/2011

__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 balances of 4528 restricted stock units from 2/14/2007 grant, 7592 from 2/13/2008 grant, 3643 from 7/24/2008 grant, 57000 from 2/10/2009 grant, 62537 from 2/8/2010 grant, 43800 from 2/9/2011 grant, and 43800 performance share awards from 2/9/2011 grant, that are subject for forfeiture if certain events occur.

(3) 1 for 1.

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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