

BARNES GROUP INC
Form 4
May 20, 2008

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 *
GATES SIGNE S

(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)
05/16/2008

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)

Sr. VP, Gen. Counsel & Sec.

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 (D) Price			
Common Stock	05/16/2008		S	200 ⁽¹⁾ D \$ 32.03 0		D	
Common Stock	05/16/2008		S	100 ⁽¹⁾ D \$ 32.08 0		D	
Common Stock	05/16/2008		S	100 ⁽¹⁾ D \$ 32.12 0		D	
Common Stock	05/16/2008		S	100 ⁽¹⁾ D \$ 32.24 0		D	
Common Stock	05/16/2008		M	1,000 ⁽¹⁾ A \$ 13.2975 0		D	
	05/16/2008		S	D \$ 32.049 0		D	

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Common Stock				1,000 (1)				
Common Stock	05/19/2008		M	5,197 (1)	A	\$ 13.2975	0	D
Common Stock	05/19/2008		S	5,197 (1)	D	\$ 32.0127	109,607.4723 (2)	D

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 13.2975	05/16/2008		M	1,000	(3) 02/10/2010	Common Stock	1,000
Employee Stk Option-Right to Buy	\$ 13.2975	05/19/2008		M	5,197	(3) 02/10/2010	Common Stock	5,197

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATES SIGNE S BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Gen. Counsel & Sec.	

Signatures

Signe S. Gates

05/20/2008

**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 11,000 restricted stock units from 4/14/04 grant, 8,000 from 2/16/2005 grant, 10,000 from 2/15/06 grant, 5,400 from 2/14/2007

(2) grant, and 4,500 from 2/13/2008 grant and 1,600 performance share awards from 2/15/2006 grant, 3,600 from 2/14/2007 grant and 4,500 from 2/13/2008 grant, that are subject for forfeiture if certain events occur.

(3) The options vested 100% immediately on 8/26/2004

(4) 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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