Edgar Filing: BARNES GROUP INC - Form 4

| BARNES G | ROUP INC | | | | | | | | | | |
|---|--------------------------|--|--|---|-----------------|---|--|--|--------------------------|---------|--|
| Form 4 | 2007 | | | | | | | | | | |
| February 20 | | | | | | | | | | PROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMMISSION | OMB OMB Number: | 3235-0287 | | |
| Check th if no long subject to Section 1 Form 4 c | ger STATEN 16. | | | | | | | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 | | | | | | | response | 0.5 | | | |
| (Print or Type] | Responses) | | | | | | | | | | |
| ALDEN JOHN W Symbol | | | | r Name and Ticker or Trading ES GROUP INC [B] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (N | Aiddle) | 3. Date of | f Earliest Tr | ransaction | | | (Check | all applicable |) | |
| (Month/D BARNES GROUP INC., 123 MAIN 02/15/20 STREET | | | | • | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| | (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| BRISTOL, | CT 06011-0489 | | | | | | | Form filed by M Person | | | |
| (City) | (State) | (Zip) | ТаЫ | a I Non F | Dominativa | Soon | | | or Donoficial | w Owned | |
| 1.Title of Security 2. Transaction Date 2A. Deemed (Instr. 3) Execution Date 2A. Deemed (Month/Day/Year) Execution Date 2A. Deemed (Instr. 3) (Month/Day/Year) Execution Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed | | ned 1 Date, if | Code (Instr. 3, 4 and 5) (Instr. 8) (A) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect | | |
| Common Stock | 02/15/2007 | | | Code V A(1) | Amount 1,610 | or (D) A | Price \$ 22.905 | (Instr. 3 and 4) 0 | D | | |
| Common Stock | 02/17/2007 | | | A <u>(1)</u> | 2,000 | А | \$ 23.085 | 15,006 <u>(2)</u> | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Unde Secur | rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-----------------------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|------------|---------|-------|--|--|--|
| reporting o wher runne / runness | Director | 10% Owner | Officer | Other | | | |
| ALDEN JOHN W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | Х | | | | | | |
| Signatures | | | | | | | |
| Nancy M. Clark, Pursuant to a Attorney | | 02/20/2007 | | | | | |
| <u>**</u> Signature of Reporting Per | son | | Da | ate | | | |

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) Settlement of Restricted Stock Units through conversion into Common Stock.
- (2) Includes 4,000 Restricted Stock Units granted 2/12/03, 3,100 granted 4/14/04, a balance of 1,610 granted 2/15/06, and 2,686 granted 2/14/07 that are subject to forfeiture if certain events occur.

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.