BARNES GROUP INC

Form 4

August 14, 2007

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading **Dempsey Patrick** Symbol BARNES GROUP INC [B] (Last) (First) (Middle)

5. Relationship of Reporting Person(s) to Issuer

below)

(Month/Day/Year)

Director 10% Owner

BARNES GROUP INC., 123 MAIN

(Street)

08/13/2007

Other (specify X_ Officer (give title below)

(Check all applicable)

STREET

4. If Amendment, Date Original

3. Date of Earliest Transaction

VP-BGI; Pres., B. Aerospace 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

BRISTOL, CT 06011-0489

(City)	(State)	(Zip) 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)	Code (Instr. 3, 4 and 5) Beneficially Form (Instr. 8) Owned Direct Following or Interpreted (I)	7. Nature of Indirect m: Beneficial ect (D) Ownership Indirect (Instr. 4)								
Common Stock	08/13/2007		F 252 D \$ 79,549.0953 D									
Common Stock			7,261.0904 I	By Company's Employee Stock Purchase Plan								
Common Stock			3,538.533 I	By Company's 401(k) Plan								

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Exercisable	Expiration Date	Title	or	
									Number	
				G 1 1	7 (A) (B)				of	
				Code V	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP-BGI; Pres., B. Aerospace

Signatures

Signe S. Gates, pursuant to Power of Attorney

08/14/2007

**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).
- Includes a balance of 1,232 Restricted Stock Units granted 2/12/03, a balance of 1,333 granted 9/1/03, a balance of 798 granted 4/14/04, a balance of 6,000 granted 12/8/04, 13,500 Restricted Stock Units and a balance of 4,500 Performance Share Awards granted 2/16/05, 10,800 Restricted Stock Units and a balance of 4,000 Performance Share Awards granted 2/15/06 and 6,000 Restricted Stock Units and 6,000 Performance Share Awards 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.

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