

Common Stock	8,543.714	I	Plan By Company's 401(k) Plan
-----------------	-----------	---	--

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILZCIK GREGORY F BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X		President & CEO	

Signatures

Signe S. Gates, pursuant to a Power of Atty
01/02/2008

__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.

Edgar Filing: BARNES GROUP INC - Form 4

- (2) Includes a balance of 12,000 Restricted Stock Units granted 4/14/04, a balance of 9,000 Restricted Stock Units and a balance of 4,500 Performance Share Awards granted 2/16/05, 17,000 Restricted Stock Units and a balance of 5,333 Performance Share Awards granted 2/15/06, 24,741 Restricted Stock Units granted 10/19/06, and 13,600 Restricted Stock Units and 27,300 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.