### Edgar Filing: BARNES GROUP INC - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed p	D STATES SECU W CMENT OF CHA ursuant to Section 7(a) of the Public 30(h) of the	Anges I NGES I SECU 16(a) of Utility H	on, D.C. 209 N BENEFI JRITIES the Securiti olding Com	549 CIAI ies Ex ipany	C OWNEI cchange Ad Act of 193	<b>RSHIP OF</b> ct of 1934,	OMB Number: Expires: Estimated av burden hour response	•		
BENANAV GARY G Symbol			nd Ticker or '	Trading	>	5. Relationship of Reporting Person(s) to Issuer				
			OUP INC [E	3]		(Check all applicable)				
(Last) (First)		of Earliest /Day/Year	Transaction		X	Director	10%	Owner		
BARNES GROUP INC., 123 MAIN 09/10/2008 STREET Officer (give title below) Officer (give title below) Other (specify below)							(specify			
(Street)			Date Original		6. I	ndividual or Join	nt/Group Filing	g(Check		
Filed(Month/Day/Year)       Applicable Line)         _X_ Form filed by One Reporting Person         Form filed by More than One Reporting Person         Person										
(City) (State)	(Zip) Ta	able I - Nor	n-Derivative S	Securit	ties Acquire	d, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)2. Transaction Dat (Month/Day/Year)		Code		(D)	ired (A) or Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock						25,849 <u>(1)</u>	D			
Common 09/10/2008 Stock		А	110.6707	A	\$ 23.2082	0	Ι	By Non-Employee Director Deferred Stock Plan		
Common 09/10/2008 Stock		А	82.5138	А	\$ 23.2082	3,701.8667	Ι	By Non-Employee Director Deferred Stock 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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## 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. Number of onDerivative 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. De Se (Iı
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent (Right to Receive)	\$ 23.08	09/10/2008		А	9.4264	(2)	(2)	Common Stock	9.4264	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
BENANAV GARY G BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	Х						
Signatures							
Nancy M Clark pursuant to a	Power of						

# Nancy M. Clark, pursuant to a Power of Attorney

09/12/2008

\*\*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) Includes 3,100 restricted stock units from 4/14/04 grant, 1,343 from 2/14/07 grant and 2,843 from 2/13/08 grant, that are subject for forfeiture if certain events occur.
- (2) The Rights become exercisable for shares of common stock proportionally with restricted stock units to which they relate. The actual receipt of the shares is based on conditions being met.

(**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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