

BARNES THOMAS O  
Form 4  
February 25, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
BARNES THOMAS O

2. Issuer Name and Ticker or Trading Symbol  
BARNES GROUP INC [B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
02/24/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BRISTOL, CT 06010

(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)	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 (A) or (D) Price			
Common Stock	02/24/2011		M	10,000 A \$ 11.5	0	D	
Common Stock	02/24/2011		S	10,000 D \$ 20.7302	362,016.1954 <sup>(1)</sup>	D	
Common Stock	02/24/2011		S	2,000 D \$ 20.8148	416,768 <sup>(2)</sup>	I	Trust #42-01-100-85465
Common Stock	02/24/2011		S	1,425 D \$ 20.8119	486,115 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock	02/24/2011		S	1,275 D \$ 20.8	413,481 <sup>(2)</sup>	I	Trust #42-01-100-85465

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Common Stock	30,252.069	I	By 401(k) Plan
Common Stock	3,939.9685 <sup>(2)</sup>	I	By my wife
Common Stock	39,356 <sup>(2)</sup>	I	Trust #42-01-100-854650
Common Stock	76,470 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock	161,652 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock	84,432 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock	300,196 <sup>(2)</sup>	I	Trust #CF-2078
Common Stock	156,972 <sup>(2)</sup>	I	Trust #CF2363
Common Stock	236,578 <sup>(2)</sup>	I	Trust #CF5048

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.**

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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. 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	\$ 11.5	02/24/2011		M	10,000	<sup>(3)</sup> 02/05/2012	Common Stock	10,000

