

BARNES GROUP INC

Reported by
BOYLE FRANCIS C JR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/14/09 for the Period Ending 09/10/09

Address	123 MAIN ST BRISTOL, CT 06010
Telephone	8605837070
CIK	0000009984
Symbol	B
SIC Code	3490 - Miscellaneous Fabricated Metal Products
Industry	Misc. Fabricated Products
Sector	Basic Materials
Fiscal Year	12/31

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option-Right to Buy	\$14.77	9/10/2009		M		2066	(5)	2/11/2014	Common Stock	2066	(4)	0	D	
Employee Stk Option-Right to Buy	\$12.615	9/10/2009		M		1998	(6)	2/16/2015	Common Stock	1998	(4)	0	D	

Explanation of Responses:

- (1) Transaction made in accordance with a 10b5-1 Plan.
- (2) Includes 1133 restricted stock units from 2/15/06 grant, 1398 from 2/14/2007 grant, 1700 from 2/13/2008 grant and 3600 from 2/10/09 grant, and balances of 700 performance share awards from 2/14/2007 grant and 1133 from 2/13/2008 grant, that are subject for forfeiture if certain events occur.
- (3) The options fully vested on 2/13/2008.
- (4) 1 for 1.
- (5) The options fully vested on 8/11/2008.
- (6) The options fully vested on 8/16/2008.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYLE FRANCIS C JR BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			VP, Finance and CAO	

Signatures

Signe S. Gates, pursuant to a Power of Atty

9/11/2009

** Signature of Reporting Person

Date

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

* 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).

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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