

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





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *					2. Issuer Name and Ticker or Trading Symbol										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
BOYLE FRA	NCIS C	JR		В	A	RN	IES (GRC)U	P IN	C [B]]						
(Last)	(First)	(Mid	dle)	3.	3. Date of Earliest Transaction (MM/DD/YYYY)							DD/YYYY) -	Director 10% Owner					
								_						b	_X Offic pelow)	er (give title	e below)	Othe	r (specify
BARNES GR	OUP IN	IC., 123	3 MAI	N				9)/1	0/200)9				VP, Finan	ce and (CAO		
STREET	(6()				•											1 7 1		E::1:	
	(Street)						nendn YYYY		Da	te Orig	ginal	File	ed		5. Individu Applicable Li		nt/Group	Filing (Ch	eck
BRISTOL, C	Г 06011	-0489		Ì				,							**	,			
(City)	(State)	(Zip))											-			Reporting Pe han One Rep		n
				I														8	-
		Table I	[- Non-]	Deriv	at	ive	Secur	ities	Ac	quire	l, Di	spo	<u>.</u>		eneficially				
1.Title of Security (Instr. 3)			2. Trai				TranCode	ıs.	4. Securities Acqu (A) or Disposed or					ount of Securities Beneficially Owned ring Reported Transaction(s)			6. Ownership	7. Nature of	
(msu. 3)				Dute		Exe	ecution		8)	(Instr.					3 and 4)			Form:	Beneficial Ownership
						any	te, if				(A)							or Indirect	(Instr. 4)
								Code	v	Amour	or (D)	F	Price					(I) (Instr. 4)	
Common Stock				9/10/2	009			M		3334	A	\$9	9.56		(0		D	
Common Stock				9/10/2	009			s		3334 (1)	D	\$16	5.0797		(0		D	
Common Stock				9/10/2	009			M		2066	A	\$1	4.77		•	0		D	
Common Stock				9/10/2	009			s		2066 (1)	D	\$16	5.1369		•	0		D	
Common Stock				9/10/2	009			М		1998 (1)	A	\$12	2.615			0		D	
Common Stock				9/10/2	009			S		1998 (1)	D	\$16	5.0761		5000	65 ⁽²⁾		D	
Commom Stock															1023	3.127		I	By Company's 401(k) Plan
Tab	le II - Dei	rivative	Securiti	es Be	ne	fici	ally C)wneo	d (e.g. ,]	outs	, cal	lls, warr	ants	, options,	convert	ible secur	rities)	
1. Title of Derivate Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Trans. Date Execution Date, if any		4. Trans	sans. Derivode Securistr. Acqu		Number of 6.			ate Exercisable Expiration Date			7. Title and An Securities Und Derivative Sec (Instr. 3 and 4)		ount of rlying		f 9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D		Date Exer	cisable	Expir Date	ation	Title		unt or ber of es		Transaction (s) (Instr. 4)	4)	
Employee Stk Option-Right to Buy	\$9.56	9/10/2009		М			3334	4		(3)	2/13/	2013	Common Stock		3334	(4)	0	D	
Employee Stk																			

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)		Deri Secu Acq Disp	fumber of ivative urities uired (A) or possed of (D) tr. 3, 4 and	6. Date Exercisable and Expiration Date		Securities Underlying Derivative Security		(Instr. 5)	of derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Beneficial
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(s) (Instr. 4)	7)	
Option-Right to Buy	\$14.77	9/10/2009		М			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 o where										
Demonting Orymon Name / Address		Relationships								
Reporting Owner Name / Addres	Director	10% Owner	Officer	Other						
BOYLE FRANCIS C JR										
BARNES GROUP INC.		VP Finance and C	 VP, Finance and CAO							
123 MAIN STREET			VF, Finance and CAO							
BRISTOL, CT 06011-0489										

Signatures

Signe S. Gates, pursuant to a Power of Atty 9/11/2009 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.

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.

^{**} Signature of Reporting Person