BARNES GROUP INC

Form 4 May 15, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

may continue.

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)	3. Date	of Earliest	Fransaction	(Ci	еск ин аррисаот	·)	
	BARNES STREET	GROUP INC., 12	3 MAIN	(Month 05/14/	/Day/Year) /2008		_X_ Director Officer (gibelow)		Owner er (specify	
		(Street)		4. If An	nendment, I	Date Original	6. Individual or	Joint/Group Filir	ng(Check	
	BRISTOL	, CT 06011-0489		Filed(M	onth/Day/Ye	ar)		by One Reporting Pe y More than One Re		
	(City)	(State)	(Zip)	Ta	ble I - Non-	-Derivative Securities Acq	uired, Disposed	of, or Beneficial	ly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I)	(Instr. 4)	

1.Title of	2. Transaction Date		3. 4. Securities Acquired (A) Transactionor Disposed of (D)			5. Amount of	6.	7. Nature of Indirect		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.	8)	Onor Dispose (Instr. 3, 4) Amount			Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common Stock	02/21/2008				3,600	D	\$ 0	338,196 <u>(5)</u>	I	Trust #CF-2078
Common Stock	03/12/2008		G <u>(1)</u>	V	450	A	\$ 0	0	D	
Common Stock	04/21/2008		G	V	450	D	\$ 0	0	D	
Common Stock	04/21/2008		G	V	100	D	\$ 0	0	D	
Common Stock	04/21/2008		G	V	110	D	\$ 0	0	D	

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C			16,000					
Common Stock	05/14/2008	M	16,000 (2)	A	\$ 9.72	0	D	
Common Stock	05/14/2008	S	16,000 (2)	D	\$ 32.1343	314,148.5678 (3) (4)	D	
Common Stock						23,328.647	I	By 401(k) Plan
Common Stock						3,644.4112 <u>(5)</u>	I	By my wife
Common Stock						39,356 <u>(5)</u>	I	Trust #42-01-100-85465
Common Stock						418,768 <u>(5)</u>	I	Trust #42-01-100-85465
Common Stock						76,470 <u>(5)</u>	I	Trust #42-01-100-85507
Common Stock						161,652 <u>(5)</u>	I	Trust #42-01-100-85507
Common Stock						487,540 <u>(5)</u>	I	Trust #42-01-100-85507
Common Stock						414,756 <u>(5)</u>	I	Trust #42-01-100-85465
Common Stock						84,432 (5)	I	Trust #42-01-100-85507
Common Stock						233,459 (5)	I	Trust #CF2363
Common Stock						1,316,488 (5)	I	Trust #CF5044

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Code	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 Underlying Securitie (Instr. 3 and 4)
				Code V	(A) (D)		Title

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Employee Stk
Option-Right \$ 9.72 05/14/2008 M 16,000 (6) 02/19/2009 Common Stock 16,000

Date

Exercisable

Expiration

Date

Amou

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARNES THOMAS O
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011-0489

Signatures

Signe S. Gates, pursuant to Power of Attorney 05/15/2008

**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) Gift from H.F. Barnes Trust No. CF2078 of 450 shares each to 8 recipients, including Reporting Person, for total of 3,600 shares.
- (2) Transaction is made in accordance with a 10b5-1 Plan.
- (3) Includes 3,100 Restricted Stock Units granted 4/14/2004, a balance of 1,343 granted on 2/14/07 and 2,843 granted 2/13/08 that are subject to forfeiture if certain events occur.
- (4) Includes 5115.5678 shares transferred from Reporting Person's employee stock purchase plan account on 4/28/08.
- (5) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.
- (6) The options fully vested on 2/19/2003.
- (**7**) 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. 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.

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