

CARPENTER GEORGE T
Form 4
February 25, 2010

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 *
CARPENTER GEORGE T

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)
02/23/2010

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 06011-0489

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/23/2010		S	900 D \$ 15.81	0	I	By S. Carpenter Construction Co.
Common Stock	02/23/2010		S	7,000 D \$ 15.8007	0	I	By S. Carpenter Construction Co.
Common Stock	02/23/2010		S	10,000 D \$ 15.7919	0	I	By S. Carpenter Construction Co.
Common Stock	02/24/2010		S	2,100 D \$ 15.81	0	I	By S. Carpenter Construction

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							Co.	
Common Stock	02/24/2010	S	10,000	D	\$ 15.8126	156,353.443	I	By S. Carpenter Construction Co.
Common Stock	02/24/2010	M	10,000	A	\$ 9.105	0	D	
Common Stock	02/24/2010	S	10,000	D	\$ 15.8205	34,258 ⁽¹⁾	D	
Common Stock						980.9824 ⁽²⁾	I	By my wife
Common Stock						52.0861	I	By Non-Employee Director Deferred Stock Plan

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

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(9-02)

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	\$ 9.105	02/24/2010		M	10,000	⁽³⁾ 02/06/2011	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARPENTER GEORGE T BARNES GROUP INC.	X			

123 MAIN STREET
BRISTOL, CT 06011-0489

Signatures

Signe S. Gates, pursuant to a Power of
Attorney

02/25/2010

__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 a balance of 2947 Restricted Stock Units granted 2/10/09 and 4913 granted 2/8/10, that are subject to forfeiture if certain events occur.
 - (2) I disclaim beneficial ownership of the shares held by my wife.
 - (3) The options fully vested on 2/6/2004.
 - (4) 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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