

BARNES GROUP INC
Form 4
November 13, 2007

FORM 4

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

OMB APPROVAL

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

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 *
ARRINGTON JOHN R

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. VP, Human Resources

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

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	11/08/2007		M		12,134 A \$ 14.77	0	D
Common Stock	11/08/2007		M		5,398 A \$ 13.2525	0	D
Common Stock	11/08/2007		M		4,968 A \$ 12.615	0	D
Common Stock	11/08/2007		S		22,500 D \$ 34.3866	108,907.9567 (1) (2)	D
Common Stock						2.203	I By Company's Employee

Common Stock	6,916.555	I	Stock Purchase Plan By Company's 401(k) Plan
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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	\$ 14.77	11/08/2007		M	12,134	<u>(3)</u> 02/11/2014	Common Stock	12,134
Employee Stk Option-Right to Buy	\$ 13.2525	11/08/2007		M	5,398	<u>(5)</u> 02/13/2013	Common Stock	5,398
Employee Stk Option-Right to Buy	\$ 12.615	11/08/2007		M	4,968	<u>(6)</u> 02/16/2015	Common Stock	4,968

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARRINGTON JOHN R BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Human Resources	

Signatures

Signe S. Gates, pursuant to a Power
of Atty

11/12/2007

__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 11,000 Restricted Stock Units granted 4/14/04, a balance of 8,000 Restricted Stock Units and a balance of 4,000 Performance Share Awards granted on 2/16/05, 10,000 Restricted Stock Units and a balance of 3,200 Performance Share Awards granted 2/15/06, and 5,400 Restricted Stock Units and 5,400 Performance Share Awards granted 2/14/07 that are subject to forfeiture if certain events occur.
- (2) Reflects disposition of 702 shares on 8/28/07 pursuant to a domestic relations order; transaction exempt under Rule 16a-12.
- (3) The options vest in three equal installments on the 9th, 30th and 54th month anniversary of the grant date, 2/11/2004.
- (4) 1 for 1.
- (5) The options vest 100% immediately on 2/25/2004.
- (6) The options vest in three equal installments on the 18th, 30th and 42nd month anniversary of the grant date, 2/16/2005.

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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