

WOLF IDELLE K
Form 4
February 16, 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 *
WOLF IDELLE K

(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)
02/14/2007

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)

VP,BGI; Pres.B. Distrb.

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 | 02/14/2007 | | A ⁽¹⁾ | 6,000 A \$ 0 | 106,619 ⁽³⁾ | D | |
| Common Stock | 02/14/2007 | | A ⁽²⁾ | 6,000 A \$ 0 | 112,619 ⁽³⁾ | D | |
| Common Stock | | | | | 13,179.396 | I | By Company's Employee Stock Purchase Plan |
| | | | | | 591.425 | I | |

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Common
Stock

By
Company's
401(k) 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option-Right to Buy | \$ 22.335 | 02/14/2007 | | A | 25,000 | <u>(4)</u> 02/14/2017 | Common Stock | 25,000 |
| Stock Option-Right to Buy | \$ 22.335 | 02/14/2007 | | A | 73,000 | <u>(6)</u> 02/14/2017 | Common Stock | 73,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLF IDELLE K BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | | | VP,BGI; Pres.B. Distrib. | |

Signatures

Signe S. Gates, pursuant to a Power of Atty 02/16/2007

__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) Reporting Person has received 6,000 Restricted Stock Units that are subject to forfeiture if certain events occur.

(2) Reporting Person has received 6,000 Performance Share Awards that are subject to forfeiture if certain events occur.

Includes a balance of 8,000 Restricted Stock Units granted 2/12/03, 10,000 granted 4/14/04 and 6,000 Restricted Stock Units and a balance of 4,000 Performance Share Awards granted 2/16/05 and 10,800 Restricted Stock Units and 6,000 Performance Share Awards granted 2/15/06 that are subject to forfeiture if certain events occur.

(4) The options vest at a rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/14/07.

(5) 1 for 1.

(6) The options vest at a rate of 33.334% on the 30th month and 33.333% on the 42nd and 54th months beginning 2/14/07.

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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