

BARNES THOMAS O  
Form 4  
December 03, 2010

**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 \*  
BARNES THOMAS O

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06010

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2010

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)

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. 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	11/05/2010		G	V 1,400 D \$ 0	0	D	
Common Stock	11/08/2010		G	V 1,100 D \$ 0	0	D	
Common Stock	11/23/2010		G <sup>(1)</sup>	V 888,352 D \$ 0	0 <sup>(2)</sup>	I	Trust #CF5046
Common Stock	11/23/2010		G <sup>(1)</sup>	V 243,694 A \$ 0	0	D	
Common Stock	11/23/2010		G	V 191,558 D \$ 0	236,578 <sup>(2)</sup>	I	Trust #CF5048

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Common Stock	12/01/2010	S	80,000 (4)	D	\$ 19.5185	360,177.1706 (3)	D	
Common Stock						29,967.776	I	By 401(k) Plan
Common Stock						3,924.7415 (2)	I	By my wife
Common Stock						39,356 (2)	I	Trust #42-01-100-8546
Common Stock						418,768 (2)	I	Trust #42-01-100-8546
Common Stock						76,470 (2)	I	Trust #42-01-100-8550
Common Stock						161,652 (2)	I	Trust #42-01-100-8550
Common Stock						487,540 (2)	I	Trust #42-01-100-8550
Common Stock						414,756 (2)	I	Trust #42-01-100-8546
Common Stock						84,432 (2)	I	Trust #42-01-100-8550
Common Stock						300,196 (2)	I	Trust #CF-2078
Common Stock						177,409 (2)	I	Trust #CF2363

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

**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.**

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
							Title		

