

FODELL THOMAS P  
Form 4  
May 24, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FODELL THOMAS P

(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)  
05/22/2007

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; VP & GM, Assoc Spring

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                    | 05/22/2007                           |  | M                              |   | 5,090 A \$ 13.165 0   | D  |   |
| Common Stock                    | 05/22/2007                           |  | M                              |   | 1,194 A \$ 15.0725 0  | D  |   |
| Common Stock                    | 05/22/2007                           |  | M                              |   | 60 A \$ 15.0725 0   | D  |   |
| Common Stock                    | 05/22/2007                           |  | M                              |   | 870 A \$ 17.1125 0  | D  |   |
| Common Stock                    | 05/22/2007                           |  | M                              |   | 2,940 A \$ 17.1125 0  | D  |   |

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|              |            |   |        |   |            |                       |   |
|--------------|------------|---|--------|---|------------|-----------------------|---|
| Common Stock | 05/22/2007 | M | 1,334  | A | \$ 17.1125 | 0                     | D |
| Common Stock | 05/22/2007 | M | 1,974  | A | \$ 17.1125 | 0                     | D |
| Common Stock | 05/22/2007 | M | 246    | A | \$ 17.1125 | 0                     | D |
| Common Stock | 05/22/2007 | M | 1,892  | A | \$ 17.1125 | 0                     | D |
| Common Stock | 05/22/2007 | M | 1,098  | A | \$ 17.1125 | 0                     | D |
| Common Stock | 05/22/2007 | M | 23,150 | A | \$ 17.1125 | 0                     | D |
| Common Stock | 05/22/2007 | M | 1,824  | A | \$ 17.595  | 0                     | D |
| Common Stock | 05/22/2007 | S | 41,672 | D | \$ 29.3139 | 91,054 <sup>(1)</sup> | D |

|              |  |  |  |  |  |            |   |   |
|--------------|--|--|--|--|--|------------|---|---|
| Common Stock |  |  |  |  |  | 935.5936   | I | By Company's Employee Stock Purchase Plan |
| Common Stock |  |  |  |  |  | 32,633.137 | I | 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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SEC 1474  
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                      |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |                            |

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|  |            |            |   |        |     |            |                 |        |
|--|------------|------------|---|--------|-----|------------|-----------------|--------|
| Employee Stk<br>Option-Right<br>to Buy | \$ 13.165  | 05/22/2007 | M | 5,090  | (2) | 02/06/2011 | Common<br>Stock | 5,090  |
| Employee Stk<br>Option-Right<br>to Buy | \$ 15.0725 | 05/22/2007 | M | 1,194  | (4) | 02/10/2010 | Common<br>Stock | 1,194  |
| Employee Stk<br>Option-Right<br>to Buy | \$ 15.0725 | 05/22/2007 | M | 60     | (4) | 02/10/2010 | Common<br>Stock | 60     |
| Employee Stk<br>Option-Right<br>to Buy | \$ 17.1125 | 05/22/2007 | M | 870    | (5) | 02/10/2010 | Common<br>Stock | 870    |
| Employee Stk<br>Option-Right<br>to Buy | \$ 17.1125 | 05/22/2007 | M | 2,940  | (5) | 02/19/2009 | Common<br>Stock | 2,940  |
| Employee Stk<br>Option-Right<br>to Buy | \$ 17.1125 | 05/22/2007 | M | 1,334  | (5) | 04/11/2010 | Common<br>Stock | 1,334  |
| Employee Stk<br>Option-Right<br>to Buy | \$ 17.1125 | 05/22/2007 | M | 1,974  | (5) | 04/11/2010 | Common<br>Stock | 1,974  |
| Employee Stk<br>Option-Right<br>to Buy | \$ 17.1125 | 05/22/2007 | M | 246    | (5) | 02/10/2010 | Common<br>Stock | 246    |
| Employee Stk<br>Option-Right<br>to Buy | \$ 17.1125 | 05/22/2007 | M | 1,892  | (5) | 04/11/2010 | Common<br>Stock | 1,892  |
| Employee Stk<br>Option-Right<br>to Buy | \$ 17.1125 | 05/22/2007 | M | 1,098  | (5) | 02/10/2010 | Common<br>Stock | 1,098  |
| Employee Stk<br>Option-Right<br>to Buy | \$ 17.1125 | 05/22/2007 | M | 23,150 | (5) | 02/05/2012 | Common<br>Stock | 23,150 |
| Employee Stk<br>Option-Right<br>to Buy | \$ 17.595  | 05/22/2007 | M | 1,824  | (6) | 04/11/2010 | Common<br>Stock | 1,824  |

## Reporting Owners

| Reporting Owner Name / Address       | Relationships |           |                                |       |
|--------------------------------------|---------------|-----------|--------------------------------|-------|
|                                      | Director      | 10% Owner | Officer                        | Other |
| FODELL THOMAS P<br>BARNES GROUP INC. |               |           | VP, BGI; VP & GM, Assoc Spring |       |

123 MAIN STREET  
BRISTOL, CT 06011-0489

## Signatures

Nancy M. Clark, pursuant to a Power  
of Atty

05/24/2007

\_\_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).

Includes 10,000 Restricted Stock Units granted 4/14/04, 6,000 Restricted Stock Units and a balance of 2,000 Performance Share Awards

- (1) granted 2/16/05, 3,400 Restricted Stock Units and a balance of 1,333 Performance Share Awards granted 2/15/06, and 2,100 Restricted Stock Units and 2,100 Performance Share Awards granted 2/14/07 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 8/19/04.
- (3) 1 for 1.
- (4) The options vest 100% immediately on 5/18/05.
- (5) The options vest 100% immediately on 8/24/05.
- (6) The options vest 100% immediately on 11/18/05.

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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