Dempsey Patrick Form 4 February 09, 2010

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per 0.5 response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Addro Dempsey Patric	ess of Reporting Person *	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)	3. Date of Earliest Transaction (Month/Day/Year)	, , ,		
BARNES GROUP INC., 123 MAIN STREET		(Month/Day/Year) 02/08/2010	Director 10% Owner _X_ Officer (give title Other (specify below) VP-BGI; Pres., LMS		
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BRISTOL, CT	06011-0489	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

В	R.	SI	O.	L, (ĽΤ	0	60	1(1-0	489	
---	----	----	----	------	----	---	----	----	-----	-----	--

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secur	ities A	cquired, Disposed o	of, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	ransactior(A) or Disposed of ode (D) nstr. 8) (Instr. 3, 4 and 5) (A) or		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)	
Common Stock	02/08/2010		A <u>(1)</u>	17,800	A	\$0	118,812.1913 (2)	D	
Common Stock							7,837.4393	I	By Company's Employee Stock Purchase Plan
Common Stock							4,018.438	I	By Company's 401(k) Plan

Edgar Filing: Dempsey Patrick - Form 4

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.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of		TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of		6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securitie
	Security			Code V	(D) (Instr. 3, and 5)	4, (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Sha	
Stock Option-Right to Buy	\$ 15.265	02/08/2010		A	24,600		(3)	02/08/2020	Common Stock	24,60	

Reporting Owners

Reporting Owner Name / Address	Relationships							
Transfer of the same of the sa	Director	10% Owner	Officer	Other				
Dempsey Patrick								
BARNES GROUP INC.			VP-BGI;					
123 MAIN STREET			Pres., LMS					
BRISTOL, CT 06011-0489								

Signatures

Signe S. Gates, pursuant to Power of Attorney 02/09/2010

**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) Reporting Person has received 17800 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Includes balances of 3598 Restricted Stock Units granted 2/15/06, 3996 granted 2/14/07, 3053 granted 10/5/07, 10700 granted 2/10/09 and 21800 granted 2/10/09, that are subject to forfeiture if certain events occur.
- (3) The options vest at the rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/8/2010.
- **(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.

Reporting Owners 2

Edgar Filing: Dempsey Patrick - Form 4

ential persons who are to respond to the collection of information contained in this form are not required to respond unless the form arently valid OMB number.	displays