MILZCIK GREGORY F

Form 4

October 21, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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0.5

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Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILZCIK GREGORY F			2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]					ling	5. Relationship of Reporting Person(s) to Issuer			
(Last) BARNES (STREET	(First) (GROUP INC., 12	Middle) 3 MAIN	3. Date of Earliest Transaction (Month/Day/Year) 10/19/2010					(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below)				
(Street) 4. If Amendment, Date C Filed(Month/Day/Year)				Origin	al		President & CEO 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
BRISTOL, CT 06011-0489 — Form filed by More than One Reporting Person							Reporting					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
Common Stock	10/19/2010			F	7,	781	D	\$ 17.37	399,635.8843 (1)	D		
Common Stock									13,705.158	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			

X

MILZCIK GREGORY F BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

President & CEO

Relationships

Signatures

Monique B. Marchetti, pursuant to a Power of Atty

10/21/2010

**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).

Includes balances of 4528 restricted stock units from 2/14/2007 grant, 7592 from 2/13/2008 grant, 5466 from 7/24/2008 grant, 57000 (1) from 2/10/2009 grant, 93900 from 2/8/2010 grant, and a balance of 14200 performance share awards from 2/13/2008 grant, that are subject for forfeiture if certain events occur.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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