

BURRIS JERRY W  
Form 4  
May 16, 2011

**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 \*  
BURRIS JERRY W

(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)  
05/13/2011

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; President, PC

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                    | 05/13/2011                           |  | M                              |   | 48,667 A \$ 22.335  | 139,281 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 05/13/2011                           |  | M                              |   | 25,000 A \$ 22.335  | 164,281 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 05/13/2011                           |  | S                              |   | 71,218 D \$ 24.3141   | 93,063 <sup>(1)</sup>                                    | D   |
| Common Stock                    | 05/13/2011                           |  | M                              |   | 20,000 A \$ 18.325  | 113,063 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 05/13/2011                           |  | S                              |   | 17,375 D \$ 24.3579   | 95,688 <sup>(1)</sup>                                    | D   |

Edgar Filing: BURRIS JERRY W - Form 4

|              |           |   |   |
|--------------|-----------|---|---|
| Common Stock | 159.4363  | I | By Company's Employee Stock Purchase Plan |
| Common Stock | 3,842.697 | I | By Company's 401(k) Plan                  |

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 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option-Right to Buy                  | \$ 22.335  | 05/13/2011                           |  | M                              | 48,667  | <u>(2)</u>   | 02/14/2017  | Common Stock | 48,667                     |
| Stock Option-Right to Buy                  | \$ 22.335  | 05/13/2011                           |  | M                              | 25,000  | <u>(2)</u>   | 02/14/2017  | Common Stock | 25,000                     |
| Stock Option-Right to Buy                  | \$ 18.325  | 05/13/2011                           |  | M                              | 20,000  | <u>(4)</u>   | 07/19/2016  | Common Stock | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| BURRIS JERRY W<br>BARNES GROUP INC.<br>123 MAIN STREET |               |           | VP-BGI; President, PC |       |

BRISTOL, CT 06010

## Signatures

Monique B. Marchetti, pursuant to a Power of  
Attorney

05/16/2011

\_\_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) Includes balances of 1998 Restricted Stock Units granted 2/14/07, 10700 granted 2/10/09, 21800 granted 2/10/09, 11854 granted 2/8/10, 5600 granted 2/9/11 and 5600 Performance Share Awards granted 2/9/11, that are subject to forfeiture if certain events occur.
- (2) The options vest at a rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months from 2/14/2007.
- (3) 1 for 1.
- (4) The options vest at a rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months from 7/19/2006.

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.