

O BRIEN LAWRENCE W  
Form 4  
February 25, 2011

**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 \*  
O BRIEN LAWRENCE W

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)  
BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
02/24/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Vice President, Treasurer

(Street)  
BRISTOL, CT 06010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	02/24/2011		M		3,344	A	\$ 13.4525
Common Stock	02/24/2011		M		122	A	\$ 13.4525
Common Stock	02/24/2011		M		9,126	A	\$ 14.62
Common Stock	02/24/2011		M		1,774	A	\$ 14.7075
Common Stock	02/24/2011		S		14,366	D	\$ 20.6915

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Common Stock	02/24/2011	M	5,838	A	\$ 14.7075	0	D	
Common Stock	02/24/2011	M	10,344	A	\$ 17.0875	0	D	
Common Stock	02/24/2011	M	4,024	A	\$ 17.0875	0	D	
Common Stock	02/24/2011	S	20,206	D	\$ 20.6821	67,015 <sup>(1)</sup>	D	
Common Stock						259.8343	I	By Company's Employee Stock Purchase Plan
Common Stock						662.79	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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(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
Employee Stock Option-Right to Buy	\$ 13.4525	02/24/2011		M	3,344	<sup>(2)</sup> 08/07/2011	Common Stock	3,344
Employee Stock Option-Right to Buy	\$ 13.4525	02/24/2011		M	122	<sup>(2)</sup> 08/07/2011	Common Stock	122
	\$ 14.62	02/24/2011		M	9,126	<sup>(4)</sup> 08/07/2011		9,126

Employee Stock Option-Right to Buy	Price	Grant Date	Exercise	Quantity	Notes	Expiration	Common Stock	Quantity
Employee Stock Option-Right to Buy	\$ 14.7075	02/24/2011	M	1,774	(5)	08/07/2011	Common Stock	1,774
Employee Stock Option-Right to Buy	\$ 14.7075	02/24/2011	M	5,838	(5)	08/07/2011	Common Stock	5,838
Employee Stock Option-Right to Buy	\$ 17.0875	02/24/2011	M	10,344	(6)	08/07/2011	Common Stock	10,344
Employee Stock Option-Right to Buy	\$ 17.0875	02/24/2011	M	4,024	(6)	10/10/2011	Common Stock	4,024

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O BRIEN LAWRENCE W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			Vice President, Treasurer	

## Signatures

Monique B. Marchetti, pursuant to a Power of Atty 02/25/2011

\_\_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 699 Restricted Stock Units granted 2/14/07, 1132 granted 2/13/08, 3600 granted 2/10/09, 3862 granted 2/8/10 and 2100 granted 2/9/11, and balances of 566 Performance Share Awards granted 2/13/08 and 2100 granted 2/9/11, that are subject to forfeiture if certain events occur.
  - (2) The options vested 100% immediately on 11/17/2004.
  - (3) 1 for 1.
  - (4) The options vested 100% immediately on 11/17/2003.
  - (5) The options vested 100% immediately on 5/17/2005.

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(6) The options vested 100% immediately on 8/25/2005.

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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