

BARNES GROUP INC  
 Form 3  
 May 29, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â DEAKIN SCOTT M		(Month/Day/Year)	BARNES GROUP INC [B]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	
123 MAIN STREET,Â P.O. BOX 489		05/25/2007	___ Director	___ 10% Owner
(Street)			<u> X </u> Officer	___ Other
			(give title below)	(specify below)
			Senior VP, Corp Dev.	6. Individual or Joint/Group Filing(Check Applicable Line)
				<u> X </u> Form filed by One Reporting Person
				___ Form filed by More than One Reporting Person
BRISTOL,Â CTÂ 06010-0489				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,600 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stk Option-Right to Buy	Â (2)	05/25/2017	Common Stock	48,000	\$ 28.7	D	Â
Employee Stk Option-Right to Buy	Â (3)	05/25/2017	Common Stock	26,000	\$ 28.7	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEAKIN SCOTT M 123 MAIN STREET P.O. BOX 489 BRISTOL, CT 06010-0489	Â	Â	Â Senior VP, Corp Dev.	Â

## Signatures

Scott M. Deakin                      05/25/2007

\_\_Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 18,000 Restricted Stock Units and 3,600 Performance Share Awards granted 5/25/2007 that are subject to forfeiture if certain events occur.
- (2) The option vests at the rate of 33.3334% on the 18th month and 33.333% on the 30th and 42nd months beginning 5/25/2007.
- (3) The option vests at the rate of 33.3334% on the 30th month and 33.3333% on the 42nd and 54th months beginning 5/25/2007.

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.