

BENANAV GARY G  
 Form 4  
 August 22, 2007

**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 \*  
**BENANAV GARY G**

(Last) (First) (Middle)

**BARNES GROUP INC., 123 MAIN STREET**

(Street)

**BRISTOL, CT 06011-0489**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BARNES GROUP INC [B]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/21/2007**

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)

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)
				(A) or (D)	Price		
Common Stock	08/21/2007		M	8,000	A \$ 15.44	0	D
Common Stock	08/21/2007		M	8,000	A \$ 9.72	0	D
Common Stock	08/21/2007		S	16,000 (1)	D \$ 30.716	23,006 (2)	D

Common Stock

2,982.8804 I

By  
 Non-Employee  
 Director  
 Deferred Stock  
 Plan

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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 Stk Option-Right to Buy	\$ 15.44	08/21/2007		M	8,000	<sup>(3)</sup> 05/15/2008	Common Stock	8,000
Employee Stk Option-Right to Buy	\$ 9.72	08/21/2007		M	8,000	<sup>(5)</sup> 02/19/2009	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENANAV GARY G BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489		X		

## Signatures

Nancy M. Clark, pursuant to a Power of Attorney 08/22/2007

\*\*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) Transaction is made in accordance with a 10b5-1 plan.
- (2)

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Includes 4,000 Restricted Stock Units granted 2/12/03, 3,100 granted 4/14/04, a balance of 1,610 granted 2/15/06 and 2,686 granted 2/14/07 that are subject to forfeiture if certain events occur.

(3) The options fully vested on 5/15/2002

(4) 1 for 1

(5) The options fully vested on 2/19/2003

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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