

BARNES THOMAS O  
Form 4  
February 12, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BARNES THOMAS O**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**BARNES GROUP INC., 123 MAIN STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/10/2009**

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

**BRISTOL, CT 06011-0489**  
  
(City) (State) (Zip)

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

**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) Code V Amount (D) Price			
Common Stock	02/10/2009		A <sup>(1)</sup>	5,895 A \$ 0	0	D	
Common Stock	02/11/2009		F	1,168 D \$ 11.275	317,679.2399 <sup>(2)</sup>	D	
Common Stock					26,228.003	I	By 401(k) Plan
Common Stock					3,729.9284 <sup>(3)</sup>	I	By my wife
Common Stock					338,196 <sup>(3)</sup>	I	Trust #CF-2078

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Common Stock	233,459 <sup>(3)</sup>	I	Trust #CF-2363
Common Stock	1,316,488 <sup>(3)</sup>	I	Trust #CF-5046
Common Stock	39,356 <sup>(3)</sup>	I	Trust #42-01-100-8546568
Common Stock	418,768 <sup>(3)</sup>	I	Trust #42-01-100-8546559
Common Stock	76,470 <sup>(3)</sup>	I	Trust #42-01-100-8550714
Common Stock	161,652 <sup>(3)</sup>	I	Trust #42-01-100-8550720
Common Stock	487,540 <sup>(3)</sup>	I	Trust #42-01-100-8550719
Common Stock	414,756 <sup>(3)</sup>	I	Trust #42-01-100-8546558
Common Stock	84,432 <sup>(3)</sup>	I	Trust #42-01-100-8550713

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.**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

Signe S. Gates, pursuant to Power of Attorney	02/12/2009
**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) Reporting Person has received 5895 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Includes 1343 Restricted Stock Units granted 2/14/07 and 2843 granted 2/13/08, that are subject to forfeiture if certain events occur.
- (3) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.

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.