

CARPENTER GEORGE T
Form 4
September 14, 2009

FORM 4

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

OMB APPROVAL

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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 *
CARPENTER GEORGE T

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)
09/10/2009

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BRISTOL, CT 06011-0489

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 or Price		
Common Stock	09/10/2009		A		59.7003 A \$ 15.9965	12,405.4278 I	By Non-Employee Director Deferred Stock Plan
Common Stock	09/11/2009		M		8,000 (1) A \$ 8.4687	0 D	
Common Stock	09/11/2009		S		8,000 (1) D \$ 16.9569	21,932.7317 (2) D	
Common Stock						186,353.443 I	By S. Carpenter Construction

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- (1) Transaction made in accordance with 10b5-1 Plan.
- (2) Includes 1421 restricted stock units from 2/13/08 grant and 5895 from 2/10/09 grant, that are subject for forfeiture if certain events occur.
- (3) I disclaim beneficial ownership of the shares held by my wife.
- (4) The options fully vested on 2/10/2004.
- (5) 1 for 1.

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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