

Dempsey Patrick
Form 4
May 14, 2010

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 *
Dempsey Patrick

(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)
05/12/2010

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)

VP-BGI; Pres., LMS

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/12/2010		M	A	\$ 14.9025	0	D
Common Stock	05/12/2010		M	A	\$ 14.9025	0	D
Common Stock	05/12/2010		M	A	\$ 17.0875	0	D
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Common Stock	05/12/2010		M	A	\$ 17.0875	0	D

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Common Stock	05/12/2010		M	208	A	\$ 17.0875	0		D	
Common Stock	05/12/2010		M	794	A	\$ 17.475	0		D	
Common Stock	05/12/2010		M	1,454	A	\$ 17.475	0		D	
Common Stock	05/12/2010		M	648	A	\$ 17.475	0		D	
Common Stock	05/12/2010		M	496	A	\$ 17.475	0		D	
Common Stock	05/12/2010		M	282	A	\$ 17.475	0		D	
Common Stock	05/12/2010		M	878	A	\$ 17.475	0		D	
Common Stock	05/12/2010		M	1,230	A	\$ 17.475	0		D	
Common Stock	05/12/2010		F	9,354	D	\$ 21.0889	118,486.1913	<u>(1)</u>	D	
Common Stock							3,985.452		I	By Company's 401(k) Plan
Common Stock							7,872.7208		I	By Company's Employee Stock Purchase 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)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
			Code	V	(A)	(D)				
Employee Stk Option-Right to Buy	\$ 14.9025	05/12/2010	M			138	(2)	02/06/2011	Common Stock	138
Employee Stk Option-Right to Buy	\$ 14.9025	05/12/2010	M			156	(2)	10/30/2010	Common Stock	156
Employee Stk Option-Right to Buy	\$ 17.0875	05/12/2010	M			340	(4)	10/30/2010	Common Stock	340
Employee Stk Option-Right to Buy	\$ 17.0875	05/12/2010	M			1,680	(4)	10/30/2010	Common Stock	1,680
Employee Stk Option-Right to Buy	\$ 17.0875	05/12/2010	M			1,050	(4)	10/30/2010	Common Stock	1,050
Employee Stk Option-Right to Buy	\$ 17.0875	05/12/2010	M			208	(4)	02/06/2011	Common Stock	208
Employee Stk Option-Right to Buy	\$ 17.475	05/12/2010	M			794	(5)	10/30/2010	Common Stock	794
Employee Stk Option-Right to Buy	\$ 17.475	05/12/2010	M			1,454	(5)	10/30/2010	Common Stock	1,454
Employee Stk Option-Right to Buy	\$ 17.475	05/12/2010	M			648	(5)	02/06/2011	Common Stock	648
Employee Stk Option-Right to Buy	\$ 17.475	05/12/2010	M			496	(5)	02/06/2011	Common Stock	496
Employee Stk Option-Right to Buy	\$ 17.475	05/12/2010	M			282	(5)	02/06/2011	Common Stock	282
Employee Stk Option-Right to Buy	\$ 17.475	05/12/2010	M			878	(5)	02/06/2011	Common Stock	878
Employee Stk Option-Right to Buy	\$ 17.475	05/12/2010	M			1,230	(5)	10/30/2010	Common Stock	1,230

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			VP-BGI; Pres., LMS	

Signatures

Monique B. Marchetti, purusant to Power of Attorney	05/14/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 3598 Restricted Stock Units granted 2/16/06, 3996 granted 2/14/07, 2033 granted 10/5/07, 10700 granted 2/10/09 and 21800 granted 2/10/09, 17800 granted 2/8/10, that are subject to forfeiture if certain events occur.
- (2) The options vested 100% immediately on 4/28/2005.
- (3) 1 for 1.
- (4) The options vested 100% immediately on 8/30/2005.
- (5) The options vested 100% immediately on 11/9/2005.

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.