

BURRIS JERRY W
Form 4
May 16, 2011

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 *
BURRIS JERRY W

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06010

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2011

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; President, PC

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/13/2011		M		48,667 A \$ 22.335	139,281 ⁽¹⁾	D
Common Stock	05/13/2011		M		25,000 A \$ 22.335	164,281 ⁽¹⁾	D
Common Stock	05/13/2011		S		71,218 D \$ 24.3141	93,063 ⁽¹⁾	D
Common Stock	05/13/2011		M		20,000 A \$ 18.325	113,063 ⁽¹⁾	D
Common Stock	05/13/2011		S		17,375 D \$ 24.3579	95,688 ⁽¹⁾	D

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Common Stock	159.4363	I	By Company's Employee Stock Purchase Plan
Common Stock	3,842.697	I	By Company's 401(k) 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option-Right to Buy	\$ 22.335	05/13/2011		M	48,667	<u>(2)</u> 02/14/2017	Common Stock	48,667	
Stock Option-Right to Buy	\$ 22.335	05/13/2011		M	25,000	<u>(2)</u> 02/14/2017	Common Stock	25,000	
Stock Option-Right to Buy	\$ 18.325	05/13/2011		M	20,000	<u>(4)</u> 07/19/2016	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

BURRIS JERRY W
BARNES GROUP INC.
123 MAIN STREET

Director 10% Owner Officer Other

VP-BGI; President, PC

BRISTOL, CT 06010

Signatures

Monique B. Marchetti, pursuant to a Power of
Attorney

05/16/2011

__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) Includes balances of 1998 Restricted Stock Units granted 2/14/07, 10700 granted 2/10/09, 21800 granted 2/10/09, 11854 granted 2/8/10, 5600 granted 2/9/11 and 5600 Performance Share Awards granted 2/9/11, that are subject to forfeiture if certain events occur.
- (2) The options vest at a rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months from 2/14/2007.
- (3) 1 for 1.
- (4) The options vest at a rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months from 7/19/2006.

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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