

Toussaint Claudia S
Form 4
February 27, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Toussaint Claudia S

(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)

02/24/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/24/2012		M		5,834	A	\$ 20.89	34,923 ⁽¹⁾	D
Common Stock	02/24/2012		M		6,900	A	\$ 20.89	41,823 ⁽¹⁾	D
Common Stock	02/24/2012		S		10,700	D	\$ 27.7132	31,123 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option-Right to Buy	\$ 20.89	02/24/2012		M		5,834		<u>(2)</u>	04/26/2020	Common Stock	5,834
Employee Stock Option-Right to Buy	\$ 20.89	02/24/2012		M		6,900		<u>(4)</u>	04/26/2020	Common Stock	6,900

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Toussaint Claudia S BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	SVP, Gen. Counsel & Secretary

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney 02/27/2012

____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 4/26/10 and 7500 granted 4/26/10 and 5800 granted 2/9/11, and balances of 4000 Performance Share Awards granted 4/26/10 and 5800 granted 2/9/11, that are subject to forfeiture if certain events occur.

(2) The option vests in three equal installments on August 8, 2011, 2012, 2013.

(3) 1 for 1.

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- (4) The option vests in three equal installments on October 26, 2011, 2012, 2013.

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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