GATES SIGNE S
Form 4
September 08, 2009

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 Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GATES SIGNE S

(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)
09/04/2009

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 below) _____ Other (specify below)
Sr. VP, Gen. Counsel & Sec.

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	09/04/2009		M		15,100 (1)	A	$ 14.77	0	D	
Common Stock	09/04/2009		M		9,666 (1)	A	$ 14.5575	0	D	
Common Stock	09/04/2009		M		2,810 (1)	A	$ 14.495	0	D	
Common Stock	09/04/2009		M		4,226 (1)	A	$ 13.6	0	D	
Common Stock	09/04/2009		M		11,198 (1)	A	$ 13.3875	0	D	

Common Stock	09/04/2009	S	43,000 (1)	D	$ 15.0837	108,783.539 (2)	D

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

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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stk Option-Right to Buy	$ 14.77	09/04/2009		M			15,100	(3)	02/11/2014	Common Stock	15,10
Employee Stk Option-Right to Buy	$ 14.5575	09/04/2009		M			9,666	(5)	02/05/2012	Common Stock	9,66
Employee Stk Option-Right to Buy	$ 14.495	09/04/2009		M			2,810	(6)	02/06/2011	Common Stock	2,81
Employee Stk Option-Right to Buy	$ 13.6	09/04/2009		M			4,226	(7)	02/06/2011	Common Stock	4,22
Employee Stk Option-Right to Buy	$ 13.3875	09/04/2009		M			11,198	(8)	02/06/2011	Common Stock	11,19

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATES SIGNE S BARNES GROUP INC. 123 MAIN STREET			Sr. VP, Gen. Counsel & Sec.	

BRISTOL, CT 06011-0489

Signatures

Signe S. Gates	09/08/2009
**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) Transaction is made in accordance with a 10b5-1 Plan.

(2) Includes 3332 restricted stock units from 2/15/06 grant, 3596 from 2/14/07 grant, 4500 from 2/13/08 grant and 9700 from 2/10/09 grant, and balances of 1800 performance share awards from 2/14/07 grant and 3000 from 2/13/08 grant, that are subject for forfeiture if certain events occur.

(3) The options fully vested on 8/11/2008.

(4) 1 for 1.

(5) The options vested 100% immediately on 4/29/2005.

(6) The options vested 100% immediately on 10/29/2003.

(7) The options vested 100% immediately on 4/29/2004.

(8) The options vested 100% immediately on 2/26/2004.

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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