

O BRIEN LAWRENCE W  
 Form 4  
 February 25, 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 \*  
**O BRIEN LAWRENCE W**

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)  
**02/24/2011**

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

Vice President, Treasurer

(Street)  
**BRISTOL, CT 06010**

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

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	02/24/2011		M	3,344 A \$ 13.4525	0	D	
Common Stock	02/24/2011		M	122 A \$ 13.4525	0	D	
Common Stock	02/24/2011		M	9,126 A \$ 14.62	0	D	
Common Stock	02/24/2011		M	1,774 A \$ 14.7075	0	D	
Common Stock	02/24/2011		S	14,366 D \$ 20.6915	0	D	

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Common Stock	02/24/2011	M	5,838	A	\$ 14.7075	0	D	
Common Stock	02/24/2011	M	10,344	A	\$ 17.0875	0	D	
Common Stock	02/24/2011	M	4,024	A	\$ 17.0875	0	D	
Common Stock	02/24/2011	S	20,206	D	\$ 20.6821	67,015 <sup>(1)</sup>	D	
Common Stock						259.8343	I	By Company's Employee Stock Purchase Plan
Common Stock						662.79	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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**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
Employee Stock Option-Right to Buy	\$ 13.4525	02/24/2011		M	3,344	<sup>(2)</sup> 08/07/2011	Common Stock	3,344
Employee Stock Option-Right to Buy	\$ 13.4525	02/24/2011		M	122	<sup>(2)</sup> 08/07/2011	Common Stock	122
	\$ 14.62	02/24/2011		M	9,126	<sup>(4)</sup> 08/07/2011		9,126



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(6) The options vested 100% immediately on 8/25/2005.

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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