

MILZCIK GREGORY F
Form 4
May 12, 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 *
MILZCIK GREGORY F

(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)
05/10/2011

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)
President & CEO

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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/10/2011		M		26,000 (1)	A	\$ 14.77 0 D
Common Stock	05/10/2011		M		30,000 (1)	A	\$ 13.285 0 D
Common Stock	05/10/2011		M		32,000 (1)	A	\$ 18.6275 0 D
Common Stock	05/10/2011		M		25,298 (1)	A	\$ 17.45 0 D
Common Stock	05/10/2011		M		24,000 (1)	A	\$ 12.615 0 D

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Common Stock	05/10/2011	S	137,298 <u>(1)</u>	D	\$ 25.6955	470,911 <u>(2)</u>	D	
Common Stock						15,070.382	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 Security (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	\$ 14.77	05/10/2011		M	26,000	08/11/2008 02/11/2014	Common Stock	26,000	
Stock Option-Right to Buy	\$ 13.285	05/10/2011		M	30,000	06/08/2009 12/08/2014	Common Stock	30,000	
Stock Option-Right to Buy	\$ 18.6275	05/10/2011		M	32,000	08/15/2009 02/15/2016	Common Stock	32,000	
Stock Option-Right to Buy	\$ 17.45	05/10/2011		M	25,298	11/10/2005 02/05/2012	Common Stock	25,298	
Stock Option-Right to Buy	\$ 12.615	05/10/2011		M	24,000	08/16/2008 02/16/2015	Common Stock	24,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MILZCIK GREGORY F
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06010

X

President & CEO

Signatures

Monique B. Marchetti, pursuant to a Power
of Atty

05/12/2011

__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) Transaction is made in accordance with a 10b5-1 Plan.

Includes balances of 4528 restricted stock units from 2/14/2007 grant, 7592 from 2/13/2008 grant, 3643 from 7/24/2008 grant, 57000 from 2/10/2009 grant, 62537 from 2/8/2010 grant, 43800 from 2/9/2011 grant, and 43800 performance share awards from 2/9/2011 grant, that are subject for forfeiture if certain events occur.

(3) 1 for 1.

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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