

FODELL THOMAS P
Form 4
May 24, 2007

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 *
FODELL THOMAS P

(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)
05/22/2007

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; VP & GM, Assoc Spring

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	05/22/2007		M		5,090 A \$ 13.165 0	D	
Common Stock	05/22/2007		M		1,194 A \$ 15.0725 0	D	
Common Stock	05/22/2007		M		60 A \$ 15.0725 0	D	
Common Stock	05/22/2007		M		870 A \$ 17.1125 0	D	
Common Stock	05/22/2007		M		2,940 A \$ 17.1125 0	D	

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Common Stock	05/22/2007	M	1,334	A	\$ 17.1125	0	D
Common Stock	05/22/2007	M	1,974	A	\$ 17.1125	0	D
Common Stock	05/22/2007	M	246	A	\$ 17.1125	0	D
Common Stock	05/22/2007	M	1,892	A	\$ 17.1125	0	D
Common Stock	05/22/2007	M	1,098	A	\$ 17.1125	0	D
Common Stock	05/22/2007	M	23,150	A	\$ 17.1125	0	D
Common Stock	05/22/2007	M	1,824	A	\$ 17.595	0	D
Common Stock	05/22/2007	S	41,672	D	\$ 29.3139	91,054 ⁽¹⁾	D

Common Stock						935.5936	I	By Company's Employee Stock Purchase Plan
Common Stock						32,633.137	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

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Employee Stk Option-Right to Buy	\$ 13.165	05/22/2007	M	5,090	(2)	02/06/2011	Common Stock	5,090
Employee Stk Option-Right to Buy	\$ 15.0725	05/22/2007	M	1,194	(4)	02/10/2010	Common Stock	1,194
Employee Stk Option-Right to Buy	\$ 15.0725	05/22/2007	M	60	(4)	02/10/2010	Common Stock	60
Employee Stk Option-Right to Buy	\$ 17.1125	05/22/2007	M	870	(5)	02/10/2010	Common Stock	870
Employee Stk Option-Right to Buy	\$ 17.1125	05/22/2007	M	2,940	(5)	02/19/2009	Common Stock	2,940
Employee Stk Option-Right to Buy	\$ 17.1125	05/22/2007	M	1,334	(5)	04/11/2010	Common Stock	1,334
Employee Stk Option-Right to Buy	\$ 17.1125	05/22/2007	M	1,974	(5)	04/11/2010	Common Stock	1,974
Employee Stk Option-Right to Buy	\$ 17.1125	05/22/2007	M	246	(5)	02/10/2010	Common Stock	246
Employee Stk Option-Right to Buy	\$ 17.1125	05/22/2007	M	1,892	(5)	04/11/2010	Common Stock	1,892
Employee Stk Option-Right to Buy	\$ 17.1125	05/22/2007	M	1,098	(5)	02/10/2010	Common Stock	1,098
Employee Stk Option-Right to Buy	\$ 17.1125	05/22/2007	M	23,150	(5)	02/05/2012	Common Stock	23,150
Employee Stk Option-Right to Buy	\$ 17.595	05/22/2007	M	1,824	(6)	04/11/2010	Common Stock	1,824

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FODELL THOMAS P BARNES GROUP INC.			VP, BGI; VP & GM, Assoc Spring	

123 MAIN STREET
BRISTOL, CT 06011-0489

Signatures

Nancy M. Clark, pursuant to a Power
of Atty

05/24/2007

**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).

Includes 10,000 Restricted Stock Units granted 4/14/04, 6,000 Restricted Stock Units and a balance of 2,000 Performance Share Awards

- (1) granted 2/16/05, 3,400 Restricted Stock Units and a balance of 1,333 Performance Share Awards granted 2/15/06, and 2,100 Restricted Stock Units and 2,100 Performance Share Awards granted 2/14/07 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 8/19/04.
- (3) 1 for 1.
- (4) The options vest 100% immediately on 5/18/05.
- (5) The options vest 100% immediately on 8/24/05.
- (6) The options vest 100% immediately on 11/18/05.

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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