#### CARPENTER GEORGE T

Form 4

February 10, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * CARPENTER GEORGE T			2. Issuer Name <b>and</b> Ticker or Trading Symbol BARNES GROUP INC [B]				ding	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)		5. Date of Earliest Transaction Month/Day/Year)				(Check all applicable)  X Director 10% Owner				
BARNES GROUP INC., 123 MAIN STREET		02/08/2011					Officer (give title below)  Other (specify below)					
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
BRISTOL, CT 06010		Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Sec	urities	Acquired, Dispos	sed of, or Ben	eficially Owned		
1.Title of Security (Instr. 3)	ity (Month/Day/Year) Execution Date, i		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price						•		
Common Stock	02/08/2011			A(1)	3,621	A	\$0	34,379 (2)	D			
Common Stock								262.9776	I	By Non-Employee Director Deferred Stock Plan		
Common Stock								131,353.443	I	By S. Carpenter Construction Co.		

By my wife

992.9824 (3) I

Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv

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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. Transa Code (Instr.	ctio	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CARPENTER GEORGE T BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X							

### **Signatures**

Monique B. Marchetti, pursuant to a Power 02/10/2011 of Atty

> \*\*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).
- Reporting Person has received 3621 Restricted Stock Units that are subject to forfeiture if certain events occur. **(1)**
- Includes balances of 2947 Restricted Stock Units granted 2/10/09 and 2456 granted 2/8/10, that are subject to forfeiture if certain events **(2)** occur.
- (3) I hereby disclaim beneficial ownership in shares held by my wife.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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