

BARNES GROUP INC
Form SC 13G/A
January 12, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13G

Rule 13d-102

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

(Amendment No. 8)*

BARNES GROUP INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

067806109
(CUSIP Number)

December 31, 2011
(Date of Event, Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which this schedule is filed:

Rule 13-d 1(b)

Rule 13-d 1(c)

Rule 13-d 1(d)

1) Name of Reporting Persons:

The Barnes Group Inc. Retirement Savings Plan

2) Check the Appropriate Box if a Member of a Group:

(a) (b)

3) SEC Use Only.

4) Citizenship or Place of Organization:

Bristol, CT

(5) Sole Voting Power:

Number of

0

Shares (6) Shared Voting Power:

Beneficially

Owned by

0

Each (7) Sole Dispositive Power:

Reporting

Person

0

(8) Shared Dispositive Power:

With:

3,119,731

9) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,119,731

The Fund disclaims beneficial ownership of all the shares.

10) Check if the Aggregate Amount in Row 9 Excludes Certain Shares.

11) Percent of Class Represented by Amount in Row (9):

5.7%

12) Type of Reporting Person

EP

- Item 1 (a) Name of Issuer:
Barnes Group Inc.
- Item 1 (b) Address of Issuer's Principal Executive Offices:
123 Main Street, Bristol, CT 06010
- Item 2 (a) Name of Person Filing:
The Barnes Group Inc. Retirement Savings Plan
- Item 2 (b) Address or Principal Business Office or, if none, residence:
123 Main Street
Bristol, CT 06010
- Item 2 (c) Citizenship:
Connecticut
- Item 2 (d) Title of Class of Securities:
Common Stock, Par Value \$0.01 Per Share
- Item 2 (e) CUSIP Number:
067806-10-9
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3 (a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership as of **December 31, 2011**

(a) Amount Beneficially Owned:

3,119,731

(b) Percent of Class:

5.7%

(c) Number of Shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

3,119,731

The Fund disclaims beneficial ownership of all the shares.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Thomas O. Barnes, a participant in the Fund, has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of greater than 5% of the total amount of Common Stock outstanding, including shares not held by The Barnes Group Inc. Retirement Savings Plan.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 12, 2012

Date

The Barnes Group Retirement Savings Plan
By: Barnes Group Inc., the Plan Sponsor

Signature

/s/ Lawrence W. O Brien, Vice President, Treasurer
Name/Title