DENNINGER WILLIAM C

Form 4 June 22, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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 DENNINC	Symbol		nd Ticker or Trading UP INC [B]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) BARNES	(First) (GROUP INC., 12	(Month)	Day/Year)	Transaction	_X_ Director 10% OwnerX_ Officer (give title Other (specify		
STREET					below) Sr. VP	below) P, Finance & C	CFO
	4. If An	nendment, I	Date Original	6. Individual or Joint/Group Filing(Check			
BRISTOL	Filed(M	onth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative Securities Ac	quired, Disposed of	f, or Benefici	ally 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

		· ·	•	Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	06/20/2007			F	4,974	D	\$ 33.66	229,370.4693 (1)	D	
Common Stock								15,362.9642	I	By Company's Employee Stock Purchase Plan

Common Stock	10,103.358	I	By Company's 401(k) Plan
			` '

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
									ount	
						Date	Expiration	or		
							Date	Title Number	mber	
								of		
				Code V	(A) (D)			Sha	ires	

Reporting Owners

Relationships

Director 10% Owner Officer Other

DENNINGER WILLIAM C BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

X Sr. VP, Finance & CFO

Signatures

Signe S. Gates, pursuant to a Power 06/22/2007 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).
- Includes a balance of 12,000 Restricted Stock Units granted 4/14/04, 13,500 Restricted Stock Units and a balance of 4,500 Performance (1) Share Awards granted 2/16/05, 10,800 Restricted Stock Units and a balance of 4,000 Performance Share Awards granted 2/15/06, and 6,000 Restricted Stock Units and 6,000 Performance Share Awards granted 2/14/07 that are subject to forfeiture if certain events occur.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2