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BRISTOW WILLIAM S JR

Form 4

December 11, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

Form filed by More than One Reporting

January 31, 2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRISTOW WILLIAM S JR** Issuer Symbol BARNES GROUP INC ["B"] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title BARNES GROUP INC., P.O. BOX 12/10/2008 below) 489, 123 MAIN STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

BRISTOL, CT 06011-0489

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Se	curities	Acquired, Dispo	osed of, or Be	eneficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Acquired (A) Disposed of (Instr. 3, 4 and (A) or Amount (D)	D) d 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)
Common Stock						432,793 (1)	D	
Common Stock						30,418	I	Trust #42-01-100-8517735
Common Stock						30,418	I	Trust #42-01-100-8517734
Common Stock						30,418	I	Trust #42-01-100-8517733

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent (Right to Receive)	\$ 14.56	12/10/2008		A	15.0461	(2)	(2)	Common Stock	15.0461

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
BRISTOW WILLIAM S JR BARNES GROUP INC. P.O. BOX 489, 123 MAIN STREET BRISTOL, CT 06011-0489	X					

Signatures

Signe S. Gates, Pursuant to a Power of Atty

12/11/2008

**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) Includes 3,100 restricted stock units from 4/14/04 grant, 1,343 from 2/14/07 grant and 2,843 from 2/13/08 grant, that are subject for forfeiture if certain events occur.
- (2) The Rights become exercisable for shares of common stock proportionally with restricted stock units to which they relate. The actual receipt of the shares is based on conditions being met.
- (**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. 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.

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