Dempsey Patrick Form 4 March 03, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

nington, D.C. 20549 Number:

January 31,

Expires:

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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

See Instruction 3U(n) C 1(b).

1(0)

(Print or Type Responses)

1. Name and Address of Reporting Person * Dempsey Patrick			suer Name a ol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		BAR	NES GRO	OUP INC [B]	(Che	ck all applicab	le)	
(Last)	(First)	(Middle) 3. Dat	e of Earliest	Transaction				
		(Mont	th/Day/Year)		Director		% Owner	
BARNES STREET	GROUP INC., 12	3 MAIN 03/0	1/2009		_X_ Officer (give below)	below)	` ' '	
STREET					VP-BO	GI; President, I	LMS	
	(Street)	4. If A	mendment,	Date Original	6. Individual or J	oint/Group Fil	ing(Check	
		Filed(Month/Day/Y	ear)	Applicable Line) _X_ Form filed by	One Reporting I	Person	
BRISTOL	, CT 06011-0489				Form filed by Person	More than One I	Reporting	
(City)	(State)	(Zip) T	able I - Nor	1-Derivative Securities Ac	quired, Disposed o	of, or Beneficia	ally Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transacti	or(A) or Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership	

Common 03/01/2009 Stock	(Month/Day/Year)	(Instr. 8) Code V F	Amount 640	(A) or (D)	Price \$ 9.3825	Owned Following Reported Transaction(s) (Instr. 3 and 4) 105,338.2501 (1)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock						7,548.5325	I	By Company's Employee Stock Purchase

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	isable Date	11110	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Manie / Address	

Director 10% Owner Officer Other

Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP-BGI; President, LMS

Signatures

Signe S. Gates, pursuant to Power of Attorney 03/03/2009

**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 3000 restricted stock units from 12/8/2004 grant, 4500 from 2/16/2005 grant, 7198 from 2/15/06 grant, 6000 from 2/14/2007 (1) grant, 3053 from 10/5/2007 grant, 10700 from 2/10/09 grant and 21800 from 2/10/09 grant, and a balance of 2000 performance share awards from 2/14/2007 grant, that are subject for 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.

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