BENANAV GARY G

Form 4

November 12, 2009

FORM 4

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

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BENANAV GARY G			2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]				ding	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date	of Earliest	Transactio	n		(Clic	ск ан арриса	.oic)	
				/Day/Year)				_X_ Director		0% Owner	
BARNES STREET	GROUP INC., 12	3 MAIN	11/11/	2009				Officer (giv below)	below)	Other (specify	
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
BRISTOL, CT 06011-0489			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany (Month/Day	Date, if	Code (Instr. 8)	4. Securi or Dispo (Instr. 3,	sed of		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	11/11/2009			M	4,000	A	\$ 8.4687	0	D		
Common Stock	11/11/2009			S	4,000	D	\$ 17.1402	31,744 (1)	D		
Common Stock								5,147.1132	I	By Non-Employee Director Deferred Stock Plan	

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

Edgar Filing: BENANAV GARY G - Form 4

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner	ı
(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. Transaction Code (Instr. 8)	5. Number of Derivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 8.4687	11/11/2009		M	4,000	(2)	02/10/2010	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
BENANAV GARY G BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X						

Signatures

Signe S. Gates, pursuant to a Power of Attorney 11/12/2009

**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).
- (1) Includes 1421 restricted stock units from 2/13/08 grant and 5895 from 2/10/09 grant, that are subject for forfeiture if certain events occur.
- (2) The option fully vested on 2/10/2004.
- (**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.

Reporting Owners 2