STEPHENS CHRISTOPHER J

Form 4

February 09, 2010

BRISTOL, CT 06010

FORM 4	ORM 4							
	UNITED STATE	S SECURITIES AND EXCHANGE Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287			
Check this box if no longer	STATEMENT (OF CHANGES IN BENEFICIAL OV	Expires:	January 31, 2005				
subject to Section 16. Form 4 or		SECURITIES	Estimated a	ırs per				
Form 5	Filed nursuant to	response	0.5					
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 Address STEPHENS CHR	of Reporting Person ** RISTOPHER J	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Issuer	Reporting Person(s) to				
		BARNES GROUP INC [B]	(Check	ck all applicable)				
(Last) (I	First) (Middle)	3. Date of Earliest Transaction						
BARNES GROU STREET	P INC., 123 MAIN	(Month/Day/Year) 02/08/2010	DirectorX Officer (give below) SVP, F		6 Owner er (specify			
(S	treet)	4. If Amendment, Date Original	6. Individual or Joi	Joint/Group Filing(Check				
BRISTOL, CT 06	5010	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by O Form filed by M	1 0				

BRISTOL, CT 06010					Person Person	More than One i	ceporting			
	(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, 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. Transactio Code (Instr. 8)	4. Securiti r(A) or Dis (D) (Instr. 3, 4	posed	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	02/08/2010		A(1)	16,200	A	\$ 0	27,603.8343 (2)	D	
	Common Stock							1,847.8645	I	By Company's Employee Stock Purchase Plan
	Common Stock							320.745	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.

3. Transaction Date 3A. Deemed

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.

5. Number of

6. Date Exercisable and

SEC 1474

(9-02)

7. Title and Amount

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

Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)			(Instr. 3 and	
				Code V	/ (A) (I	Date Exercisable	Expiration Date	Title	Amour or Number of Sha
Stock Option-Right to Buy	\$ 15.265	02/08/2010		A	22,400	(3)	02/08/2020	Common Stock	22,40

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting owner runner runners	

Director 10% Owner Officer Other

STEPHENS CHRISTOPHER J BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010

SVP, Finance and CFO

Signatures

1. Title of

Signe S. Gates, pursuant to a Power of Attorney 02/09/2010

**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) Reporting Person has received 16200 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Includes 6300 Restricted Stock Units granted 2/10/09 that are subject to forfeiture if certain events occur.
- (3) The options vest at the rate of 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/8/2010.
- (4) 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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