MANGUM MYLLE H

Form 4 May 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2 Januar Nama and Tielzer or Tradina

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MANGUM MYLLE H			2. Issuer Name and Ticker or Trading Symbol					Issuer				
				NES GRO	OUP INC	[B]		(Chec	ek all applicab	ole)		
(Last)	(First)	(Middle)	3. Date	of Earliest	Transactio	on		`	**	,		
			(Month	/Day/Year))			_X_ Director		% Owner		
	GROUP INC., 12	23 MAIN	05/03/	/2011				Officer (give below)	titleOt below)	ther (specify		
STREET								below)	ociow)			
	(Street)		4. If An	mendment,	Date Origi	inal		6. Individual or Jo	oint/Group Fil	ling(Check		
	Filed				(Month/Day/Year)				Applicable Line)			
								X Form filed by 0				
BRISTOL, CT 06010								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivati	ve Sec	urities Acq	uired, Disposed of	f, or Benefici	ally Owned		
1.Title of	2. Transaction Date			3.			cquired (A)	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution	Date, if		otor Dispo			Securities	Ownership	Indirect Beneficial		
(Instr. 3)		any (Month/Da	v/Year)	Code (Instr. 8)	(Instr. 3,	4 and	3)	Beneficially Owned	Form: Direct (D)	Ownership (Instr. 4)		
		`	,	,				Following	or Indirect	,		
						(A)		Reported	(I)			
						or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
C				Code V	Amount	(D)	Price	(moure and r)				
Common Stock	05/03/2011			M	5,000	A	\$ 10.95	0	D			
Common Stock	05/03/2011			F	5,000	D	\$ 24.8456	34,304.5292 (1)	D			
Stock							24.0430	<u>(1)</u>				
										Ву		
Common								4 602 0262	Ţ.	Non-Employee		
Stock								4,692.0363	I	Director		
										Deferred Stock		
										Plan		

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)	xecution Date, if Transaction Derivative ny Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option-Right to Buy	\$ 10.95	05/03/2011		M	5,000	(2)	12/11/2012	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MANGUM MYLLE H BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X						

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney 05/05/2011

**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 balances of 2456 restricted stock units granted 2/8/10 and 3621 granted 2/8/11, that are subject for forfeiture if certain events occur.
- (2) The options fully vested on 12/11/2005.
- (**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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