

BARNES GROUP INC  
Form 8-K  
February 26, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 22, 2010

**BARNES GROUP INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-04801  
(Commission File Number)

06-0247840  
(I.R.S. Employer Identification No.)

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**123 Main Street, Bristol, Connecticut**  
(Address of principal executive offices)

**(860) 583-7070**

**06010**  
(Zip Code)

**Registrant's telephone number, including area code**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Named Executive Officer Retires.*

(b) Mr. Francis C. Boyle, Jr., a named executive officer who is currently serving as Vice President, Finance and Chief Accounting Officer, will as previously announced, retire on February 28, 2010.

(e) Mr. Boyle entered into a consulting services agreement with the Company, dated as of February 22, 2010, to provide consultation services on finance and accounting matters to the Company following his retirement until August 31, 2010. Mr. Boyle will receive \$20,000 per month compensation for such services.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 26, 2010

**BARNES GROUP INC.**  
(Registrant)

By: */s/* **SIGNE S. GATES**  
**Signe S. Gates, Senior Vice President, General Counsel, and  
Secretary**