Dempsey Patrick Form 4 May 18, 2011

FORM 4

Form 5

1(b).

obligations

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Dempsey Patrick

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

BARNES GROUP INC [B]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

(Check all applicable)

BARNES GROUP INC., 123 MAIN

(Month/Day/Year) 05/16/2011

Director 10% Owner X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

STREET

VP-BGI; Pres., LMS

(Street)

4. If Amendment, Date Original

	` ´	, –8			or				
BRISTOL	., CT 06010	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Ta	ble I - Nor	1-Derivative Securities Acqu	iired, Disposed of	, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

		Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indi (I) (Instr.
Common Stock	05/16/2011	M	20,000	A	\$ 13.285	154,072.158 (1)	D
Common Stock	05/16/2011	M	3,800	A	\$ 12.615	157,872.158 (1)	D
Common Stock	05/16/2011	S	23,800	D	\$ 24.4818	134,072.158 (1)	D
Common Stock	05/17/2011	M	8,042	A	\$ 12.615	142,114.158 (1)	D
Common Stock	05/17/2011	S	8,042	D	\$ 24.033	134,072.158 (1)	D

Common			Ву
Common	4,025.81	I	Company's
Stock	,		401(k) 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)	4. Transactic Code (Instr. 8)	Secu Acqu or D	erities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Sha
Stock Option-Right to Buy	\$ 13.285	05/16/2011		M		20,000	(2)	12/08/2014	Common Stock	20,00
Stock Option-Right to Buy	\$ 12.615	05/16/2011		M		3,800	<u>(4)</u>	02/16/2015	Common Stock	3,80
Stock Option-Right to Buy	\$ 12.615	05/17/2011		M		8,042	<u>(4)</u>	02/16/2015	Common Stock	8,04

Reporting Owners

Reporting Owner Name / Address								
	Director	10% Owner	Officer	Other				
Dempsey Patrick			VD DCI					
BARNES GROUP INC.			VP-BGI;					
123 MAIN STREET			Pres., LMS					
BRISTOL, CT 06010								
Signatures								
Monique B. Marchetti, purusant t Attorney	o Power of		05/18/2011					
**Signature of Reporting Pers	son		Date					

Reporting Owners 2

Relationships

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 balances of 1998 Restricted Stock Units granted 2/14/07, 1016 granted 10/5/07, 10700 granted 2/10/09, 21800 granted 2/10/09,
- (1) 11854 granted 2/8/10 and 5900 granted 2/9/11, and 5900 Performance Share Awards granted 2/9/11 that are subject to forfeiture if certain events occur.
- (2) The option vested in three equal installments on June 8, 2005, 2007 and 2009.
- (**3**) 1 for 1.
- (4) The option vested in three equal installments on August 16, 2006, 2007 and 2008.

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.