BARNES THOMAS O

Form 4

December 13, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BARNES THOMAS O			2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chock all applicable)				
			(Month/Day/Year)	X Director 10% Owner				
BARNES GROUP INC., 123 MAIN STREET		123 MAIN	11/04/2011	Officer (give title Other (specify below)				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
BRISTOL, CT 06010				Form filed by More than One Reporting Person				

(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 Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	11/04/2011		G <u>(1)</u>	V	105,000	D	\$0	190,396 (2)	I	Trust #CF-2078	
Common Stock	11/09/2011		G <u>(1)</u>	V	15,000	A	\$0	363,768.3284 (3)	D		
Common Stock	11/17/2011		G <u>(1)</u>	V	236,578	D	\$0	0 (2)	I	Trust #CF5048	
Common Stock	11/21/2011		G <u>(1)</u>	V	39,305	A	\$0	403,073.3284 (3)	D		
Common Stock								31,397.521	I	By 401(k) Plan	

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Common Stock	3,999.9223 (2)	I	By my wife
Common Stock	39,356 (2)	I	Trust #42-01-100-8546568
Common Stock	416,768 (2)	I	Trust #42-01-100-8546559
Common Stock	76,470 (2)	I	Trust #42-01-100-8550714
Common Stock	161,652 <u>(2)</u>	I	Trust #42-01-100-8550720
Common Stock	486,115 <u>(2)</u>	I	Trust #42-01-100-8550719
Common Stock	413,481 (2)	I	Trust #42-01-100-8546558
Common Stock	84,432 (2)	I	Trust #42-01-100-8550713
Common Stock	156,972 (2)	I	Trust #CF2363

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

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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)	(Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARNES THOMAS O

BARNES GROUP INC.

123 MAIN STREET

Signatures

BRISTOL, CT 06010

Monique B. Marchetti, pursuant to Power of Attorney 12/13/2011

**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) Reflects distribution to trust beneficiaries.
- (2) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.
- (3) Includes a balance of 2456 Restricted Stock Units granted 2/8/10 and 3621 granted 2/8/11 that are subject to forfeiture if certain events occur.

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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