

BARNES GROUP INC
Form SC 13G/A
February 03, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Rule 13d-102

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

(Amendment No. 5)*

BARNES GROUP INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

067806109

(CUSIP Number)

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December 31, 2008

(Date of Event, Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise be subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1) Name of Reporting Persons:

The Barnes Group Inc. Retirement Savings Plan

2) Check the Appropriate Box if a Member of a Group:

(a) ..

(b) ..

3) SEC Use Only.

4) Citizenship or Place of Organization:

Bristol, CT

(5) Sole Voting Power:

Number of

0

Shares

(6) Shared Voting Power:

Beneficially

Owned by

0

Each

(7) Sole Dispositive Power:

Reporting

Person

0

(8) Shared Dispositive Power:

With:

4,447,537

9) Aggregate Amount Beneficially Owned by Each Reporting Person:

4,447,537 The Fund disclaims beneficial ownership of all the shares.

10) Check if the Aggregate Amount in Row 9 Excludes Certain Shares.

(See instructions)

11) Percent of Class Represented by Amount in Row (9):

8.5%

12) Type of Reporting Person (See instructions)

EP

Item 1. (a) Name of Issuer:

Barnes Group Inc.

Item 1. (b) Address of Issuer's Principal Executive Offices:

123 Main Street, Bristol, CT 06010

Item 2. (a) Name of Person Filing:

The Barnes Group Inc. Retirement Savings Plan

Item 2. (b) Address or Principal Business Office or, if none, residence:

123 Main Street

Bristol, CT 06010

Item 2. (c) Citizenship:

Connecticut

Item 2. (d) Title of Class of Securities:

Common Stock, Par Value \$0.01 Per Share

Item 2. (e) CUSIP Number:

067806-10-9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3 (a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership as of **December 31, 2008**

(a) Amount Beneficially Owned:

4,447,537

(b) Percent of Class:

8.5%

(c) Number of Shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

4,447,537

The Fund disclaims beneficial ownership of all the shares.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of some of the shares listed in response to Item 4. Thomas O. Barnes, a participant in the Fund, has such rights and powers with respect to greater than 5% of the total amount of Common Stock outstanding.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 29, 2009

Date

The Barnes Group Retirement Savings Plan

By: Barnes Group Inc., the Plan Sponsor

Signature

/s/ Lawrence W. O'Brien, Vice President, Treasurer

Lawrence W. O'Brien, Vice President, Treasurer

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)