

BARNES GROUP INC
Form 4/A
June 05, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARRINGTON JOHN R

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BARNES GROUP INC [B]

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2007

4. If Amendment, Date Original Filed (Month/Day/Year)
05/23/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. VP, Human Resources

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	05/21/2007		M		15,242 A \$ 13.2525	0	D
Common Stock	05/21/2007		M		35,300 A \$ 15.1575	0	D
Common Stock	05/21/2007		M		1,588 A \$ 17.785	0	D
Common Stock	05/21/2007		M		21,456 A \$ 17.785	0	D
Common Stock	05/21/2007		S		73,586 D \$ 29.4229	0	D

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Common Stock	05/21/2007	S	5,000	D	\$ 29.5642	0	D	
Common Stock	05/22/2007	S	10,000	D	\$ 29.2298	115,827.9567 <u>(1)</u> <u>(2)</u>	D	
Common Stock						2.1831	I	By Company's Employee Stock Purchase Plan
Common Stock						6,469.809	I	By Company's 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 13.2525	05/21/2007		M	15,242	<u>(3)</u> 02/19/2009	Common Stock	15,242	
Employee Stk Option-Right to Buy	\$ 15.1575	05/21/2007		M	35,300	<u>(5)</u> 02/05/2012	Common Stock	35,300	
Employee Stk Option-Right to Buy	\$ 17.785	05/21/2007		M	1,588	<u>(6)</u> 02/19/2009	Common Stock	1,588	
Employee Stk Option-Right to Buy	\$ 17.785	05/21/2007		M	21,456	<u>(6)</u> 02/19/2009	Common Stock	21,456	

