

Dempsey Patrick
Form 4
February 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
Dempsey Patrick

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06010

(City) (State) (Zip)

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

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

02/01/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP-BGI; Pres., LMS

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 or Price | | | | | |
| Common Stock | 02/01/2012 | | M | | 12,158 (1) | A | \$ 12.615 (2) | 143,892.158 (2) | D | |
| Common Stock | 02/01/2012 | | M | | 2,842 (1) | A | \$ 11.45 (2) | 146,734.158 (2) | D | |
| Common Stock | 02/01/2012 | | S | | 15,000 (1) | D | \$ 26 (2) | 131,734.158 (2) | D | |
| Common Stock | | | | | | | | 4,063.053 | 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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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option-Right to Buy | \$ 12.615 | 02/01/2012 | | M | 12,158 | ⁽³⁾ 02/16/2015 | Common Stock | 12,158 |
| Stock Option-Right to Buy | \$ 11.45 | 02/01/2012 | | M | 2,842 | ⁽⁴⁾ 02/16/2015 | Common Stock | 2,842 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010 | | | VP-BGI; Pres., LMS | |

Signatures

Monique B. Marchetti, purusant to Power of Attorney 02/02/2012

__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) Transaction is made in accordance with a 10b5-1 Plan.

(2) Includes balances of 1016 granted 10/5/07, 7126 granted 2/10/09, 21800 granted 2/10/09, 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.

(3) The option vested in three equal installments on August 16, 2006, 2007 and 2008.

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(4) The option vests in three equal installments on August 10, 2010, 2011 and 2012.

(5) 1 for 1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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