

DENNINGER WILLIAM C

Form 4

October 16, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENNINGER WILLIAM C

(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)

10/15/2007

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)

Sr. VP, Finance & CFO

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 (D)	Price	
Common Stock	10/15/2007		S		100 ⁽¹⁾ D	\$ 33.64	0 D
Common Stock	10/15/2007		S		400 ⁽¹⁾ D	\$ 33.65	0 D
Common Stock	10/15/2007		S		400 ⁽¹⁾ D	\$ 33.87	0 D
Common Stock	10/15/2007		S		400 ⁽¹⁾ D	\$ 33.89	0 D
Common Stock	10/15/2007		S		300 ⁽¹⁾ D	\$ 33.9	0 D

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Common Stock	10/15/2007	S	100 <u>(1)</u>	D	\$ 33.92	0	D
Common Stock	10/15/2007	S	100 <u>(1)</u>	D	\$ 33.93	0	D
Common Stock	10/15/2007	S	400 <u>(1)</u>	D	\$ 33.95	0	D
Common Stock	10/15/2007	S	100 <u>(1)</u>	D	\$ 33.96	0	D
Common Stock	10/15/2007	S	100 <u>(1)</u>	D	\$ 33.99	0	D
Common Stock	10/15/2007	S	200 <u>(1)</u>	D	\$ 34	0	D
Common Stock	10/15/2007	S	1,100 <u>(1)</u>	D	\$ 34.01	0	D
Common Stock	10/15/2007	S	200 <u>(1)</u>	D	\$ 34.02	0	D
Common Stock	10/15/2007	S	300 <u>(1)</u>	D	\$ 34.03	0	D
Common Stock	10/15/2007	S	500 <u>(1)</u>	D	\$ 34.05	0	D
Common Stock	10/15/2007	S	200 <u>(1)</u>	D	\$ 34.06	0	D
Common Stock	10/15/2007	S	100 <u>(1)</u>	D	\$ 34.07	0	D
Common Stock	10/15/2007	S	300 <u>(1)</u>	D	\$ 34.09	0	D
Common Stock	10/15/2007	S	300 <u>(1)</u>	D	\$ 34.1	0	D
Common Stock	10/15/2007	S	200 <u>(1)</u>	D	\$ 34.19	222,223.06 <u>(2)</u>	D

Common Stock						15,432.1333	I	By Company's Employee Stock Purchase Plan
Common Stock						10,450.642	I	By Company's 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not

SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DENNINGER WILLIAM C BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X Sr. VP, Finance & CFO

Signatures

Nancy M. Clark, pursuant to a Power
of Atty 10/16/2007

____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.

Includes a balance of 12,000 Restricted Stock Units granted 4/14/04, a balance of 9,000 Restricted Stock Units and a balance of 4,500 Performance Share Awards granted 2/16/05, 10,800 Restricted Stock Units and a balance of 4,000 Performance Share Awards granted 2/15/06, and 6,000 Restricted Stock Units and 6,000 Performance Share Awards granted 2/14/07 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.

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