BENANAV GARY G

Form 4

Common

Stock

09/09/2011

September 13, 2011

September	13, 2011											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSI							MMICCION	OMB APPROVAL N OMB				
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
Check if no lo	this box onger STATE	MENT O		J	·	I OWN	ERSHIP OF	Number: Expires:	January 31, 2005			
subject Section Form 4 Form 5	16. or			SECU	IRITIES				Estimated a burden hou response	•		
obligat may co	ions Section 17	(a) of the	Public	Utility Ho		mpan	y Act of	Act of 1934, 1935 or Section	ı			
(Print or Type	e Responses)											
1. Name and Address of Reporting Person * BENANAV GARY G			2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date	of Earliest	Transaction	_		(Check	all applicable	e)		
BARNES GROUP INC., 123 MAIN STREET (Street) BRISTOL, CT 06010			(Month/Day/Year) 09/09/2011					_X_ Director 10% Owner Officer (give title below) Other (specify below)				
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired (A) TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				· -	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	09/09/2011			Code V	0.3106	(D)	Price \$ 22.0524	0	I	By Non-Employee Director Deferred Stock		

Common	21.401.(1)	D
Stock	21,481 <u>(1)</u> I	ט

A

\$ 22.0524

133.6956

I

43.3058 A

Plan

By

Plan

Director

Non-Employee

Deferred Stock

Common 34,830 I Trust

Stock 4275-918784 stock

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 required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
							Expiration Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BENANAV GARY G BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010

X

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney 09/13/2011

**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) Includes balances of 2456 restricted stock units from 2/8/10 grant and 3621 from 2/8/11 grant, that are subject for 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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