BARNES GROUP INC

Form 4

August 13, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WOLF IDELLE K			2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date	of Earliest	Transaction	(Check all applicable)				
			(Month/	Day/Year)		Director	10			
BARNES GROUP INC., 123 MAIN			08/09/2007			X Officer (gi	ive title Or below)	ther (specify		
STREET						· · · · · · · · · · · · · · · · · · ·	BGI; Pres.B. Di	strb.		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)			Applicable Line)				
BRISTOL,	, CT 06011-0489					_X_ Form filed by Person				
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative Securities Ac	quired, Disposed	of, or Benefici	ally Owned		
1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature		
Security	(Month/Day/Year)	Execution 1	Date, if	Transacti	or(A) or Disposed of (D)	Securities	Ownership	Indirect		

(City)	(State)	Tab	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)	ode (Instr. 3, 4 and 5) Beneficially For Owned Director Following or I Reported (I)	7. Nature of Indirect Em: Beneficial ownership Indirect (Instr. 4)
Common Stock	08/09/2007		S 5,000 D $\frac{\$}{31.102}$ 96,568 $\frac{(1)}{}$ D	
Common Stock			783.158 I	By Company's 401(k) Plan
Common Stock			13,314.2866 I	By Company's Employee Stock Purchase Plan

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	kercisable Date	of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Hame / Hauress	

Director 10% Owner Officer Other

WOLF IDELLE K BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

VP,BGI; Pres.B. Distrb.

Signatures

Signe S. Gates, pursuant to a Power of Atty 08/13/2007

**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).
- Includes a balance of 5,000 granted 4/14/04, 6,000 Restricted Stock Units and a balance of 2,000 Performance Share Awards granted
 (1) 2/16/05, 10,800 Restricted Stock Units and 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 forteiture 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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