BARNES GROUP INC

Form 4

August 20, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

DENNINGER WILLIAM C			Symbol BARN	NES GROUP INC [B]	Issuer (Check all applicable)			
(Last) BARNES STREET	(First) GROUP INC., 12	(Middle)		e of Earliest Transaction n/Day/Year) /2007	_X_ Director _X_ Officer (give below)	10	% Owner her (specify	
BRISTOL	(Street), CT 06011-0489			mendment, Date Original Month/Day/Year)	6. Individual or Jo Applicable Line) _X_ Form filed by Form filed by N Person	_	Person	
(City)	(State)	(Zip)	Ta	able I - Non-Derivative Securities A	equired, Disposed o	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemee Execution I any (Month/Day	Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	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)	
Common Stock	08/16/2007			F 1,866 D \$ 29.395	227,504.4693 (1)	D		
Common Stock					15,362.9642	I	By Company's Employee Stock Purchase Plan	

By

Company's

401(k) Plan

10,352.356

Ι

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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. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(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	Title	Number		
						Exercisable	Date	Titic	of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

Reporting Owners

Reporting Owner Name / Address	Relationships
F	

X

Director 10% Owner Officer Other

DENNINGER WILLIAM C BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489

Sr. VP, Finance & CFO

Signatures

Signe S. Gates, pursuant to a Power of Atty 08/20/2007

**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 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. 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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