

MILZCIK GREGORY F
Form 4/A
January 30, 2009

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 *
MILZCIK GREGORY F

(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)
08/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
08/19/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (D) Price			
Common Stock	08/15/2008		F	2,349 D \$ 25.3	0	D	
Commonn Stock	08/16/2008		F	1,866 D \$ 25.3	304,122 ⁽¹⁾	D	
Common Stock					1,782.5947	I	By Company's Employee Stock Purchase Plan
					9,686.51	I	

Common
Stock

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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(9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Dividend Equivalent-Right to Receive	\$ 25.3	08/15/2008		S	212.2203	(2) (2)	Common Stock	2	
Dividend Equivalent (Right to Receive)	\$ 25.3	08/16/2008		S	112.3519	(2) (2)	Common Stock	1	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILZCIK GREGORY F BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	X		President & CEO	

Signatures

Signe S. Gates, pursuant to a Power of Atty 01/29/2009

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)

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Includes 4,500 restricted stock units from 2/16/2005 grant, 11,333 from 2/15/06 grant, 24,741 from 10/19/2006 grant, 13,600 from 2/14/2007 grant and 11,400 from 2/13/2008 grant, and 2,666 performance share awards from 2/15/2006 grant, 18,200 from 2/14/2007 grant and 42,600 from 2/13/2008 grant, that are subject for forfeiture if certain events occur.

- (2) The Rights become exercisable for shares of common stock proportionally with restricted stock units to which they relate. The actual receipt of the shares is based on conditions being met.
- (3) 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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