

BARNES GROUP INC.

CODE OF ETHICS APPLICABLE TO SENIOR EXECUTIVES

Pursuant to Section 406 of the Sarbanes-Oxley Act of 2002

It is critical to the success of Barnes Group Inc. (the "Company") and in the best interest of its stockholders that its employees conduct themselves honestly and ethically. In particular, the Chief Executive Officer, the Chief Financial Officer, and the Principal Accounting Officer (the "Senior Executives") are required to observe the highest standards of ethical business conduct, including strict adherence to this Code of Ethics Applicable to the Chief Executive Officer and Senior Financial Executives and the Barnes Group Inc. Code of Business Ethics and Conduct applicable to all employees, including all executive officers. Accordingly, each Senior Executive shall comply with the letter and spirit of the following:

1. Each Senior Executive shall act at all times honestly and ethically. All Senior Executives have an obligation to act in the best interest of the Company and shall handle actual or apparent conflicts of interest between personal and professional relationships ethically, with common sense and good judgment.
2. Each Senior Executive shall ensure that all reasonable and necessary steps within his or her areas of responsibility are taken to provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to the Securities and Exchange Commission or state regulators, and in all other regulatory filings. In addition, each Senior Executive shall provide full, fair, accurate, and understandable information whenever communicating with the Company's stockholders or the general public.
3. All of the Senior Executives shall conduct Company business in compliance with all applicable federal, state, foreign and local laws and regulations.
4. Senior Executives shall not directly or indirectly take any action to fraudulently influence, coerce, manipulate or mislead the Company's independent public auditors for the purpose of rendering the financial statements of the Company misleading.
5. Each Senior Executive is responsible for ensuring that his or her own conduct complies with this Code, as well as the Code of Business Ethics and Conduct applicable to all employees. Further, each Senior Executive is responsible for promptly reporting any actual or potential violation of either Code. Such notice may be provided in accordance with the Company's Policy Regarding Reporting of Complaints and Concerns. Alternatively, notice may be provided directly to the Chairperson of the Audit Committee of the Board of Directors or to the General Counsel who shall handle it in accordance with the treatment of complaints and concerns under said Policy.

6. Anyone who violates the provisions of this Code or the Barnes Group Inc. Code of Business Ethics and Conduct, or refuses to participate in any investigation of such conduct, will be subject to disciplinary action, up to and including termination of employment with the Company. Violations of this Code may also constitute violations of law and may result in civil or criminal penalties for a Senior Executive or the Company.
7. The Audit Committee of the Board of Directors of the Company shall be responsible for the administration of this Code and shall have the sole authority to grant waivers of its provisions. Waivers will be disclosed as required by the Securities Exchange Act of 1934 and the rules thereunder and the applicable rules of the New York Stock Exchange. The Audit Committee will assess compliance with this Code, report material violations to the Board of Directors, and recommend to the Board appropriate action.
8. The Company will not tolerate retaliation against any employee who reports, in good faith, a violation or suspected violation of this Code.

ACKNOWLEDGMENT

The undersigned Senior Executive hereby acknowledges that he/she has received a copy of the Barnes Group Inc. Code of Ethics Applicable to Senior Executives. The undersigned acknowledges that he/she has read and understands this Code in its entirety and agrees to abide by it. The undersigned further acknowledges that it is his or her responsibility to seek clarification from the Company's General Counsel if any application of the Code to a particular circumstance is not clear. The undersigned acknowledges that his or her continued employment with the Company requires him or her to fully adhere to this Code and that failure to do so can result in disciplinary action up to and including termination of the undersigned's employment by the Company.

Name: _____

Title: _____

Date: _____

Adopted By Board of Directors: 2/9/2010