

BARNES GROUP INC
Form 4
February 12, 2014

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 *
Barnhart Richard R

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BARNES GROUP INC [B]

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, BGI; Pres, Barnes Aero

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 or (D) Price			
Common Stock	02/12/2014		A	3,900 (1)	\$ 0 29,947 (3)	D	
Common Stock	02/12/2014		A	6,400 (2)	\$ 0 36,347 (3)	D	
Common Stock					1,204.061	I	By Company's Employee Stock Purchase Plan
					2,389.29	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option-Right to Buy	\$ 37.13	02/12/2014		A	7,400	⁽⁴⁾ 02/12/2024	Common Stock	7,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barnhart Richard R BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			SVP, BGI; Pres, Barnes Aero	

Signatures

Monique B. Marchetti, pursuant to Power of Attorney
02/12/2014

__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) Reporting Person has received 3900 Restricted Stock Units that are subject to forfeiture if certain events occur.

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- (2) Reporting Person has received 6400 Performance Share Awards that are subject to forfeiture if certain events occur.
Includes balances of 1565 Restricted Stock Units granted 2/25/2010, 976 granted 2/8/2012, 2195 granted 2/12/2013 and 9100 granted
- (3) 8/1/2013, and 1465 Performance Share Awards granted 2/8/2012 and 2195 granted 2/12/2013, that are subject to forfeiture if certain events occur.
- (4) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/12/2014.
- (5) 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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