

BARNES GROUP INC
Form 4
February 27, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
02/25/2014

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 Price		
Common Stock	02/25/2014		M		2,775 A \$ 15.265	39,122 ⁽¹⁾	D
Common Stock	02/25/2014		S		2,775 D \$ 36.8033	36,347 ⁽¹⁾	D
Common Stock	02/25/2014		M		4,725 A \$ 15.265	41,072 ⁽¹⁾	D
Common Stock	02/25/2014		S		3,011 D \$ 36.6645	38,061 ⁽¹⁾	D
Common Stock	02/25/2014		M		10,000 A \$ 11.45	48,061 ⁽¹⁾	D

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Common Stock	02/25/2014	S	5,696	D	\$ 36.6645	42,365 ⁽¹⁾	D	
Common Stock						1,204.061	I	By Company's Employee Stock Purchase Plan
Common Stock						2,389.29	I	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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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	\$ 15.265	02/25/2014		M	2,775	⁽²⁾ 02/08/2020	Common Stock	2,775
Stock Option-Right to Buy	\$ 15.265	02/25/2014		M	4,725	⁽²⁾ 02/08/2020	Common Stock	4,725
Stock Option-Right to Buy	\$ 11.45	02/25/2014		M	10,000	⁽³⁾ 02/10/2019	Common Stock	10,000

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

02/27/2014

__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).
Includes balances of 1565 Restricted Stock Units granted 2/25/2010, 976 granted 2/8/2012, 2195 granted 2/12/2013, 9100 granted
(1) 8/1/2013, 3900 granted on 2/12/2014, and 1465 Performance Share Awards granted 2/8/2012 and 2195 granted 2/12/2013 and 6400
granted on 2/12/2014, that are subject to forfeiture if certain events occur.
- (2) The options vests in three equal annual installments begining on August 8, 2011, 2012 and 2013.
- (3) The options vests in three equal annual installments begining on August 10, 2010, 2011 and 2012.
- (4) 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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