

BARNES THOMAS O

Form 4

February 28, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARNES THOMAS O

(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)
02/26/2013

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)

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)
Common Stock	02/26/2013		G ⁽¹⁾	V 15,300 D \$ 0	127,172 ⁽²⁾	I	Trust #CF-2363
Common Stock	02/26/2013		S	118 D \$ 26.3983	415,995 ⁽²⁾	I	Trust #42-01-100-85465
Common Stock	02/26/2013		S	78 D \$ 26.3983	76,257 ⁽²⁾	I	Trust #42-01-100-85507
Common Stock	02/26/2013		S	40 D \$ 26.3983	161,612 ⁽²⁾	I	Trust #42-01-100-85507
Common Stock	02/26/2013		S	27 D \$ 26.3983	485,393 ⁽²⁾	I	Trust #42-01-100-85507

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Common Stock	02/26/2013	S	33	D	\$ 26.3983	413,078 ⁽²⁾	I	Trust #42-01-100-85465
Common Stock	02/27/2013	S	29	D	\$ 26.3507	415,966 ⁽²⁾	I	Trust #42-01-100-85465
Common Stock	02/27/2013	S	20	D	\$ 26.3507	76,237 ⁽²⁾	I	Trust #42-01-100-85507
Common Stock	02/27/2013	S	10	D	\$ 26.3507	161,602 ⁽²⁾	I	Trust #42-01-100-85507
Common Stock	02/27/2013	S	7	D	\$ 26.3507	485,386 ⁽²⁾	I	Trust #42-01-100-85507
Common Stock	02/27/2013	S	8	D	\$ 26.3507	413,070 ⁽²⁾	I	Trust #42-01-100-85465
Common Stock						391,408.6851 ⁽³⁾	D	
Common Stock						33,398.756	I	By 401(k) Plan
Common Stock						39,356 ⁽²⁾	I	Trust #42-01-100-85465
Common Stock						4,066.1754 ⁽²⁾	I	By my wife
Common Stock						84,432 ⁽²⁾	I	Trust #42-01-100-85507
Common Stock						158,346 ⁽²⁾	I	Trust #CF-2078

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
							Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X			

Signatures

Monique B. Marchetti, pursuant to Power of Attorney

02/28/2013

__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) Reflects distribution to trust beneficiaries.

(2) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.

(3) Includes 3553 Restricted Stock Units granted 2/12/13 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.

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