

BARNES GROUP INC

Form 4

August 12, 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 *
STEPHENS CHRISTOPHER J

(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)
08/08/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Finance and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price			
Common Stock	08/08/2013		F		841	D	\$ 32.64	124,762.5495 ⁽¹⁾	D	
Common Stock	08/09/2013		F		831	D	\$ 32.6	123,931.5495 ⁽²⁾	D	
Common Stock	08/10/2013		F		715	D	\$ 32.6	123,216.5495 ⁽³⁾	D	
Common Stock								5,265.903	I	By Company's Employee Stock Purchase

1,278.365 I

Plan
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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SEC 1474
(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 Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENS CHRISTOPHER J BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			SVP, Finance and CFO	

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney

08/12/2013

 **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) Includes balances of 2097 Restricted Stock Units granted 2/10/09, 7300 granted 2/9/11, 28200 granted 2/8/12, 4933 granted 2/8/12, 8400 granted 2/12/13 and 9600 grant 5/2/13, and 7300 Performance Share Awards granted 2/9/11, 12300 granted 2/8/12 and 14000 granted

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2/12/13, that are subject to forfeiture if certain events occur.

- Includes balances of 2097 Restricted Stock Units granted 2/10/09, 4861 granted 2/9/11, 28200 granted 2/8/12, 4933 granted 2/8/12, 8400 granted 2/12/13 and 9600 grant 5/2/13, and 7300 Performance Share Awards granted 2/9/11, 12300 granted 2/8/12 and 14000 granted 2/12/13, that are subject to forfeiture if certain events occur.
- (2)

- Includes balances of 4861 Restricted Stock Units granted 2/9/11, 28200 granted 2/8/12, 4933 granted 2/8/12, 8400 granted 2/12/13 and 9600 grant 5/2/13, and 7300 Performance Share Awards granted 2/9/11, 12300 granted 2/8/12 and 14000 granted 2/12/13, that are subject to forfeiture if certain events occur.
- (3)

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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