

BARNES GROUP INC

Form 4

February 27, 2014

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, BGI; Pres, Barnes Aero

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 02/25/2014                              |                                                             | M                                    |                                                                         | 2,775                                                                                                              | A \$ 15.265                                                             | 39,122 <sup>(1)</sup> D                                           |
| Common<br>Stock                       | 02/25/2014                              |                                                             | S                                    |                                                                         | 2,775                                                                                                              | D \$<br>36.8033                                                         | 36,347 <sup>(1)</sup> D                                           |
| Common<br>Stock                       | 02/25/2014                              |                                                             | M                                    |                                                                         | 4,725                                                                                                              | A \$ 15.265                                                             | 41,072 <sup>(1)</sup> D                                           |
| Common<br>Stock                       | 02/25/2014                              |                                                             | S                                    |                                                                         | 3,011                                                                                                              | D \$<br>36.6645                                                         | 38,061 <sup>(1)</sup> D                                           |
| Common<br>Stock                       | 02/25/2014                              |                                                             | M                                    |                                                                         | 10,000                                                                                                             | A \$ 11.45                                                              | 48,061 <sup>(1)</sup> D                                           |

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|              |            |   |       |   |            |                       |   |                                           |
|--------------|------------|---|-------|---|------------|-----------------------|---|-------------------------------------------|
| Common Stock | 02/25/2014 | S | 5,696 | D | \$ 36.6645 | 42,365 <sup>(1)</sup> | 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.

**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.**

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         |                            |
| Stock Option-Right to Buy                  | \$ 15.265                                              | 02/25/2014                           |                                                    | M                              | 2,775                                                                                   | <sup>(2)</sup> 02/08/2020                                | Common Stock                                                  | 2,775                      |
| Stock Option-Right to Buy                  | \$ 15.265                                              | 02/25/2014                           |                                                    | M                              | 4,725                                                                                   | <sup>(2)</sup> 02/08/2020                                | Common Stock                                                  | 4,725                      |
| Stock Option-Right to Buy                  | \$ 11.45                                               | 02/25/2014                           |                                                    | M                              | 10,000                                                                                  | <sup>(3)</sup> 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 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.
- (1) The options vests in three equal annual installments beginning on August 8, 2011, 2012 and 2013.
- (2) The options vests in three equal annual installments beginning on August 10, 2010, 2011 and 2012.
- (3) 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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