

BARNES GROUP INC
Form 4
August 12, 2013

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 *
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
 Officer (give title below) Other (specify below)

SVP, Finance and CFO

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	08/08/2013		F		841 D \$ 32.64	D	
Common Stock	08/09/2013		F		831 D \$ 32.6	D	
Common Stock	08/10/2013		F		715 D \$ 32.6	D	
Common Stock					5,265.903	I	By Company's Employee Stock Purchase

Common Stock	1,278.365	I	Plan By Company's 401(k) Plan
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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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.

- (2) 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.

- (3) 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.

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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