## Edgar Filing: BRISTOW WILLIAM S JR - Form 4

BRISTOW	WILLIAM S JR											
Form 4												
February 27												
FOR			SECU	DITIES		vcu	IANCE C	OMMISSION	т	APPROVAL		
<b>CUNIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Check	this box		•••	asingto	n, D.C. /	2034				January 31,		
if no lo		MENT OI	F CHA	NGES II	N BENE	FIC	IAL OWN	NERSHIP OF	Expires:	2005		
subject Section	10				SECURITIES				Estimate burden h	d average		
Form 4									response	•		
Form 5	rincu pu	rsuant to S	Section	16(a) of	the Secu	rities	Exchange	e Act of 1934,	•			
obligati may co		(a) of the l	Public I	Utility Ho	olding Co	ompa	any Act of	1935 or Sectio	n			
-	truction	30(h)	of the l	Investme	nt Comp	any 4	Act of 194	0				
1(b).												
(Print or Type	e Responses)											
1 Name and	Address of Reporting	Person *	2 Lagu	ier Name <b>a</b> i	nd Tielsen		dina	5 Relationshin o	f Reporting P	Person(s) to		
	/ WILLIAM S JR	-	Symbol		nu mekei	01 112	unig	5. Relationship of Reporting Person(s) to Issuer				
5 yilloor				IES GROUP INC ["B"]								
								(Check all applicable)				
(Last)	(First)	(Middle)		of Earliest Transaction /Day/Year)				XDirector10% Owner				
				5/2013				Officer (give title Other (specify				
STREET								below)	below)			
(Street) 4. If An				nendment, Date Original				6. Individual or Joint/Group Filing(Check				
				Ionth/Day/Year)				Applicable Line)				
				•				X Form filed by One Reporting Person Form filed by More than One Reporting				
BRISTOL	, CT 06010							Person	More than One	Reporting		
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	ve Sec	urities Acq	uired, Disposed o	f, or Benefic	ially Owned		
1.Title of	2. Transaction Date	2A. Deeme	d	3.	4. Securi	ties A	cquired (A)	5. Amount of	6.	7. Nature of Indirect		
Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)							Ownership	Beneficial Ownership		
(Instr. 3)				Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned	Form: Direct (D)	(Instr. 4)		
		(WOIIII/Da	y/1 cal)	(11150.0)				Following	or Indirect			
						(A)		Reported	(I)			
						or		Transaction(s)	(Instr. 4)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common				_		_	\$		_			
Stock	02/26/2013			S	5,000	D	26.4853	425,226 <u>(2)</u>	D			
							<u>(1)</u>					
Common								30,418	Ι	Trust		
Stock 90,418 1 #42-						#42-01-100-8517735						

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.

## Edgar Filing: BRISTOW WILLIAM S JR - Form 4

 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Ownd Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
BRISTOW WILLIAM S JR BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	Х						
Signatures							
Monique B. Marchetti Pursuan of Atty	02/27/2013						
**Signature of Reporting Pe		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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.471 to \$26.515, inclusive. The reporting person undertakes to provide to Barnes Group Inc., any security holder of Barnes Group

- (1) <sup>320,471</sup> to 320,515, inclusive: The reporting person undertakes to provide to Barnes Group Inc., any security holder of Barnes Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.