

BARNES GROUP INC
Form 4
February 12, 2014

FORM 4

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

OMB APPROVAL

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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 *
ACKER MARIAN

(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)
02/12/2014

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)
VP, Controller

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/12/2014		A ⁽¹⁾	1,800 A \$ 0	44,503.1458 (3)	D	
Common Stock	02/12/2014		A ⁽²⁾	3,000 A \$ 0	47,503.1458 (3)	D	
Common Stock					3.351	I	By Company's Employee Stock Purchase Plan
					1,181.809	I	

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- (2) Reporting Person has received 3000 Performance Share Awards that are subject to forfeiture if certain events occur.
Includes balances of 1398 Restricted Stock Units granted 2/9/2011, 999 granted 2/8/2012, 1700 granted 2/12/2013 and 5300 granted 5/2/2013, and 2100 Performance Share Awards granted 2/9/2011, 2500 granted 2/8/2012 and 2900 granted 2/12/2013, that are subject to forfeiture if certain events occur.
- (3) 5/2/2013, and 2100 Performance Share Awards granted 2/9/2011, 2500 granted 2/8/2012 and 2900 granted 2/12/2013, that are subject to forfeiture if certain events occur.
- (4) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/12/2014.
- (5) 1 for 1.

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