BARNES GROUP INC

Form 4

August 26, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Barnhart Richard R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BARNES GROUP INC [B]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

BARNES GROUP INC., 123 MAIN

(Street)

STREET

(Month/Day/Year) 08/25/2014

Other (specify _X__ Officer (give title below)

SVP, BGI; Pres, Barnes Aero

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BRISTOL, CT 06010

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securi or Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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)
Common Stock	08/25/2014		F	533	D	\$ 34.82	41,415 (1)	D	
Common Stock	08/25/2014		M	7,100	A	\$ 20.69	48,515 <u>(1)</u>	D	
Common Stock	08/25/2014		S	7,100	D	\$ 34.6135	41,415 (1)	D	
Common Stock							1,720.6947	I	By Company's Employee Stock

Purchase

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Common Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Plan

By

Company's

401(k) Plan

SEC 1474

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 20.69	08/25/2014		M	7,100	(2)	02/09/2021	Common Stock	7,100

Reporting Owners

Reporting Owner Name / Address	Relationships					
Toporting of the France of France of	Director	birector 10% Owner Officer		Other		
Barnhart Richard R BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			SVP, BGI; Pres, Barnes Aero			

Signatures

Attorney	08/26/2014	
	**Signature of Reporting Person	Date

Reporting Owners 2

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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 488 Restricted Stock Units granted 2/8/2012, 1463 granted 2/12/2013, 9100 granted 8/1/2013, and 3900 granted
- (1) 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.
- (2) The option vest in three equal installments on August 9, 2012, 2013 and 2014.
- (**3**) 1 for 1.

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