BARNES GROUP INC

Form 4

September 02, 2014

FORM	ЛЛ									OMB AF	PPROVAL		
	UNITED	STATES		RITIES ashingto				GE CO	OMMISSION	OMB Number:	3235-0287		
Check this box if no longer subject to STATEMENT OF					N BEN JRITII		CIAL	ERSHIP OF	Expires:	•			
Section Form 4 Form 5 obligati may co. See Inst 1(b).	or Filed pu ions ntinue. Section 17	(a) of the l	Public I	16(a) of	the Se	curitie Comp	any A	Act of 1	Act of 1934, 1935 or Section	burden hou response	rs per 0.5		
(Print or Type	e Responses)												
1. Name and Address of Reporting Person * ACKER MARIAN			2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]						5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)		of Earliest		ction			(Check	all applicable)		
BARNES GROUP INC., 123 MAIN STREET			(Month/Day/Year) 08/29/2014					- - t	Director 10% OwnerX Officer (give title Other (specify below) VP, Controller				
	(Street)			nendment, onth/Day/Y		iginal		1	6. Individual or Joi Applicable Line) X_Form filed by Or	ne Reporting Pe	rson		
BRISTOL	, CT 06010								Form filed by Mo Person	ore man One Re	porting		
(City)	(State)	(Zip)	Ta	ble I - Nor	n-Deriva	ative Se	ecuriti	es Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transacti Code (Instr. 8)	or Dis (Instr.	3, 4 and	of (D) d 5) (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	08/29/2014			Code V		ount 2.262	(D)	Price \$ 34.24	0	I	By Company's 401(k) Plan		
Common Stock									46,448.1458 (1)	D			
Common Stock									3.351	I	By Company's Employee Stock		

Purchase 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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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	I(A)(D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

ACKER MARIAN BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010

VP, Controller

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney

09/02/2014

**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 699 Restricted Stock Units granted 2/9/11, 499 granted 2/8/12, 1133 granted 2/12/13, 2650 granted 5/2/13, 1000 (1) granted 2/12/14 and 800 granted 2/12/14, and balances of 2500 Performance Share Awards granted 2/8/12, 2900 granted 2/12/13, 1700 granted 2/12/14 and 1300 granted 2/12/14, 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.

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