BARNES GROUP INC

Form 4

September 11, 2014

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Personal MANGUM MYLLE H	2. Issuer Name and Ticker of Symbol BARNES GROUP INC [5. Relationship of Issuer		
(Last) (First) (Middle BARNES GROUP INC., 123 MASTREET	(Month/Day/Year)		_X_ Director	e title Obelow)	0% Owner
(Street) BRISTOL, CT 06010	4. If Amendment, Date Origina Filed(Month/Day/Year)	al	6. Individual or Jo Applicable Line) _X_ Form filed by Form filed by Merson	One Reporting	Person
(City) (State) (Zip)	Table I - Non-Derivative	Securities Aco	quired, Disposed o	f, or Benefici	ally Owned
(Instr. 3) any	eemed 3. 4. Securitie tion Date, if Transaction Dispose Code (Instr. 3, 4 h/Day/Year) (Instr. 8) Code V Amount		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 O9/10/2014	A 0.9288	A \$ 33.900	9 1.8411	I	By Non-Employee Director Deferred Stock Plan
Common 09/10/2014 Stock	A 38.721	A \$ 33.900	9 40.5622	I	By Non-Employee Director Deferred Stock Plan
Common Stock			14,259 (1)	D	

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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	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

MANGUM MYLLE H BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010

X

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney

09/11/2014

**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).
- (1) Includes 2081 Restricted Stock Units granted 2/12/2014, that are subject for 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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