#### **BARNES GROUP INC**

Form 4

November 24, 2014

# FORM 4

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

**OMB APPROVAL OMB** 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Section 16. Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

STEPHENS CHRISTOPHER J			nbol ARNES GROUP INC [B]	Issuer (Check all applicable)							
(Last)  BARNES STREET	(First) GROUP INC., 12	(Mo	Date of Earliest Transaction onth/Day/Year) /21/2014	Director 10% Owner X Officer (give title Other (specify below) SVP, Finance and CFO							
BRISTOL	(Street)		f Amendment, Date Original cd(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							
(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 any (Month/Day/Ye	Code (Instr. 3, 4 and 5) ear) (Instr. 8)  (A) or Code V Amount (D) Price								
Common Stock	11/21/2014		M 10,100 A \$ 20.66	135,676.5503 D							
Common Stock	11/21/2014		S 10,100 D \$ 37.1	125,576.5503 D							
				By							

I

Ι

5,283.5845

1,516.242

1

Company's

Employee

Stock Purchase Plan

Common Stock

By Company's 401(k) Plan

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

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SEC 1474 (9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous or Numb of Sha	
Employee Stock Option-RIght to Buy	\$ 20.69	11/21/2014		M	10,10	0 (2)	02/09/2021	Common Stock	10,10	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEPHENS CHRISTOPHER J BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010

SVP, Finance and CFO

### **Signatures**

Monique B. Marchetti, pursuant to a Power of Attorney

11/24/2014

Date

\*\*Signature of Reporting Person

### **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 balances of 2430 Restricted Stock Units granted 2/9/2011, 18800 granted 2/8/2012, 2466 granted 2/8/2012, 5599 granted 2/12/2013, 4800 granted 5/2/2013, 4900 granted 2/12/2014 and 2000 granted 2/12/2014, and 12300 Performance Share Awards granted

Reporting Owners 2

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2/8/2012, 14000 granted 2/12/2013, 8200 granted 2/12/2014 and 3300 granted 2/12/2014 that are subject to forfeiture if certain events occur.

- (2) The option vests in three equal installments on August 9, 2012, 2013 and 2014.
- (**3**) 1 for 1.

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.