BARNES GROUP INC

Form 4

Stock

December 12, 2014

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BENANAV GARY G Issuer Symbol BARNES GROUP INC [B] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction X_ Director (Month/Day/Year) 10% Owner _ Other (specify Officer (give title **BARNES GROUP INC., 123 MAIN** 12/10/2014 below) STREET 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BRISTOL, CT 06010 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 1. Title of 7. Nature of (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Security Securities Ownership Indirect Beneficial

(Instr. 3)	(Month Day) Tear)	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4		Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	12/10/2014		A	2.0638	A	\$ 36.8735	662.2637	I	By Non-Employee Director Deferred Stock Plan
Common Stock	12/10/2014		A	38.8536	A	\$ 36.8735	701.1173	I	By Non-Employee Director Deferred Stock Plan
Common							30,161 <u>(1)</u>	D	

Common 34,830 I Trust

Stock #z75-918784

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exer Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security	or Exercise	(Month Day/ I car)	, and the second	Code	of	(Month/Day/Year)		Under		Security	Secui
2	Price of		(Month/Day/Voor)	(Instr. 8)	Derivativ	`	(i cai)	Secur	, ,		
(Instr. 3)			(Month/Day/Year)	(111811. 8)						(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
							*	Title	Number		
						Exercisable	Date	of	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BENANAV GARY G BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010

X

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney 12/12/2014

**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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