

BARNES GROUP INC

Form 4

November 25, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ACKER MARIAN

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN
STREET

(Street)

BRISTOL, CT 06010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BARNES GROUP INC [B]

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	11/21/2013		M	6,000 A	\$ 22.335 48,703.1458 (1)	D	
Common Stock	11/21/2013		S	6,000 D	\$ 35.7094 42,703.1458 (1)	D	
Common Stock	11/21/2013		M	6,150 A	\$ 26.38 48,853.1458 (1)	D	
Common Stock	11/21/2013		S	6,150 D	\$ 35.7094 42,703.1458 (1)	D	
Common Stock					3.351	I	By Employee Stock

Common Stock	1,181.416	I	Purchase Plan By Company's 401(k) 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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(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 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)		8. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option-Right to Buy	\$ 22.335	11/21/2013		M	6,000	<u>(2)</u>	02/14/2017	Common Stock	6,000	
Stock Option Right to Buy	\$ 26.38	11/21/2013		M	6,150	<u>(3)</u>	02/13/2018	Common Stock	6,150	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

11/25/2013

__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 1398 Restricted Stock Units granted 2/9/11, 999 granted 2/8/12, 1700 granted 2/12/13 and 5300 granted 5/2/13, and

(1) balances of 2100 Performance Share Awards granted 2/9/11, 2500 granted 2/8/12 and 2900 granted 2/12/13, that are subject to forfeiture if certain events occur.

(2) The option vests in three equal annual installments on August 14, 2008, 2009 and 2010.

(3) The option vests in three equal annual installments in August 13, 2009, 2010 and 2011.

(4) 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.

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