

BARNES GROUP INC  
Form 4  
February 13, 2015

**FORM 4**

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

OMB APPROVAL

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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

(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)  
02/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/11/2015		A <sup>(1)</sup>	1,000 A \$ 0	47,448.1458 (3)	D	
Common Stock	02/11/2015		A <sup>(2)</sup>	1,700 A \$ 0	49,148.1458 (3)	D	
Common Stock					3.351	I	By Company's Employee Stock Purchase Plan
					3.675	I	



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- (2) Reporting Person has received 1700 Performance Share Awards that are subject to forfeiture if certain events occur.  
Includes balances of 699 Restricted Stock Units granted 2/9/2011, 499 granted 2/8/2012, 1133 granted 2/12/2013, 2650 granted 5/2/2013,
- (3) 1000 granted 2/12/2014 and 800 granted 2/12/2014, and 2500 Performance Share Awards granted 2/8/2012, 2900 granted 2/12/2013, 1700 granted 2/12/2014 and 1300 granted 2/12/2014, that are subject to forfeiture if certain events occur.
- (4) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months from the grant date.
- (5) 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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