

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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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 *
STEPHENS CHRISTOPHER J

(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)

SVP, Finance and CFO

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 (D) Price			
Common Stock	02/11/2015		A ⁽¹⁾	5,700 A \$ 0	128,031.5503 <u>(3)</u>	D	
Common Stock	02/11/2015		A ⁽²⁾	9,500 A \$ 0	137,531.5503 <u>(3)</u>	D	
Common Stock					5,283.5845	I	By Company's Employee Stock Purchase Plan
Common					1,556.017	I	By

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Includes balances of 2430 Restricted Stock Units granted 2/9/2011, 9400 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 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.

(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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