

BARNES GROUP INC
Form 4
February 27, 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 *
BARNES THOMAS O

(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)
02/25/2015

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)

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/24/2015 | | G ⁽¹⁾ | V 12,066 D \$ 0 | 105,611 ⁽²⁾ | I | Trust#42-01-102-2 |
| Common Stock | 02/25/2015 | | S | 3,000 D \$ 39.9202 ⁽³⁾ | 372,850.6254 ⁽⁴⁾ | D | |
| Common Stock | 02/25/2015 | | S | 92 D \$ 39.9936 | 39,264 ⁽²⁾ | I | Trust #42-01-100-9 |
| Common Stock | 02/25/2015 | | S | 157 D \$ 39.9936 | 415,179 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/25/2015 | | S | 27 D \$ 39.9936 | 76,128 ⁽²⁾ | I | Trust #42-01-100-8 |

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| | | | | | | | | | |
|--------------|------------|--|-----|-------|---|------------|-----------------------------|---|--------------------|
| Common Stock | 02/25/2015 | | S | 54 | D | \$ 39.9936 | 161,368 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/25/2015 | | S | 191 | D | \$ 39.9936 | 484,505 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/25/2015 | | S | 167 | D | \$ 39.9936 | 412,308 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/25/2015 | | S | 30 | D | \$ 39.9936 | 84,317 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/26/2015 | | S | 43 | D | \$ 40.0504 | 39,221 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/26/2015 | | S | 73 | D | \$ 40.0504 | 415,106 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/26/2015 | | S | 13 | D | \$ 40.0504 | 76,115 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/26/2015 | | S | 26 | D | \$ 40.0504 | 161,342 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/26/2015 | | S | 89 | D | \$ 40.0504 | 484,416 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/26/2015 | | S | 78 | D | \$ 40.0504 | 412,230 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/26/2015 | | S | 15 | D | \$ 40.0504 | 84,302 ⁽²⁾ | I | Trust #42-01-100-8 |
| Common Stock | 02/26/2015 | | G V | 1,000 | D | \$ 0 | 371,850.6254 ⁽⁴⁾ | D | |
| Common Stock | | | | | | | 35,137.829 | I | By 401(k) Plan |
| Common Stock | | | | | | | 4,169.3366 ⁽²⁾ | I | By my wife |
| Common Stock | | | | | | | 151,290 ⁽²⁾ | I | Trust #42-01-102-2 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|

| Derivative Security | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3 and 4) |
|---------------------|------|---|-----|-----|------------------|-----------------|-------|----------------------------|---|------------------|
| | | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010 | | X | | |

Signatures

Monique B. Marchetti, pursuant to Power of Attorney
Date: 02/27/2015

__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) Reflects distribution to trust beneficiaries.
- (2) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.91 to \$39.95, inclusive. The reporting person undertakes to provide to Barnes Group Inc., any security holder of Barnes Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
- (3) Includes 2475 Restricted Stock Units granted 2/10/2015 that are subject to 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.