

BARNES GROUP INC  
Form 4  
February 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/24/2015		G <sup>(1)</sup>	V	12,066	D	\$ 0	105,611 <sup>(2)</sup>	I	Trust#42-01-102-2
Common Stock	02/25/2015		S		3,000	D	\$ 39.9202 <sup>(3)</sup>	372,850.6254 <sup>(4)</sup>	D	
Common Stock	02/25/2015		S		92	D	\$ 39.9936	39,264 <sup>(2)</sup>	I	Trust #42-01-100-9
Common Stock	02/25/2015		S		157	D	\$ 39.9936	415,179 <sup>(2)</sup>	I	Trust #42-01-100-8
Common Stock	02/25/2015		S		27	D	\$ 39.9936	76,128 <sup>(2)</sup>	I	Trust #42-01-100-8

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

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	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
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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 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.