#### **BARNES GROUP INC**

Form 4 February 10, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* Berklas James P JR

2. Issuer Name and Ticker or Trading Symbol

Issuer

(First) (Middle) 3. Date of Earliest Transaction

BARNES GROUP INC [B]

Director 10% Owner

(Check all applicable)

5. Relationship of Reporting Person(s) to

**BARNES GROUP INC., 123 MAIN** 

(State)

STREET

(City)

(Last)

(Month/Day/Year) 02/08/2017

X\_ Officer (give title Other (specify below) below)

SVP, Gen. Counsel & Secretary

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BRISTOL, CT 06010

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(9-02)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

02/08/2017

 $A^{(1)}$ 2,500 A \$0  $7,124 \frac{(2)}{2}$ 

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: BARNES GROUP INC - Form 4

1. Title of Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. Numb tion Deriving Securities Acquired (A) or Disposed (D) (Instr. 3,	rative es d d of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
					Code V	and 5)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
O	tock ption-Right Buy	\$ 47.04	02/08/2017		A	8,000		(3)	02/08/2027	Common Stock	8,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Berklas James P JR BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010

SVP, Gen. Counsel & Secretary

## **Signatures**

William K. Piotrowski, pursuant to a Power of Attorney

02/10/2017

\*\*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) Reporting Person has received 2500 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Includes balances of 1240 Restricted Stock Units granted 8/1/2015, and 3000 granted 2/10/2016, that are subject to forfeiture if certain events occur.
- (3) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months from the grant date.
- **(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. 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.

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