

BARNES GROUP INC

Form 4

February 28, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
02/27/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/27/2014		M	2,200 A	\$ 11.45 49,703.1458 (1)	D	
Common Stock	02/27/2014		S	2,200 D	\$ 37.7783 47,503.1458 (1)	D	
Common Stock	02/27/2014		M	5,200 A	\$ 15.265 52,703.1458 (1)	D	
Common Stock	02/27/2014		S	5,200 D	\$ 37.7783 47,503.1458 (1)	D	
Common Stock					3.351	I	By Company's Employee

Common Stock	1,181.809	I	Stock Purchase Plan By Company's 401(k) Plan
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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option-Right to Buy	\$ 11.45	02/27/2014		M	2,200	<u>(2)</u> 02/10/2019	Common Stock	2,200
Stock Option-Right to Buy	\$ 15.265	02/27/2014		M	5,200	<u>(3)</u> 02/08/2020	Common Stock	5,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACKER MARIAN BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			VP, Controller	

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney

02/28/2014

__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).

Includes balances of 1398 Restricted Stock Units granted 2/9/2011, 999 granted 2/8/2012, 1700 granted 2/12/2013, 5300 granted

(1) 5/2/2013 and 1800 granted 2/12/2014 and 2100 Performance Share Awards granted 2/9/2011, 2500 granted 2/8/2012, 2900 granted 2/12/2013 and 3000 granted 2/12/2014, that are subject to forfeiture if certain events occur.

(2) The options vest in three equal annual installments on August 10, 2010, 2011 and 2012.

(3) The options vest in three equal annual installments on August 8, 2011, 2012 and 2013.

(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.

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