

BARNES GROUP INC
Form 4
August 11, 2014

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 *
Dempsey Patrick

(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)
08/07/2014

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)

President and CEO

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)
				(A) or (D)	Price		
Common Stock	08/07/2014		S	D	\$ 0.158	243,864 ⁽¹⁾	D
Common Stock	08/08/2014		F	D	\$ 1,152	242,712 ⁽²⁾	D
Common Stock	08/09/2014		F	D	\$ 956	241,756 ⁽³⁾	D
Common Stock						4,109.55	I

By
Company's
401(k) Plan

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X		President and CEO	

Signatures

Monique B. Marchetti, pursuant to Power of Attorney 08/11/2014

__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).

(1) Includes balances of 3929 Restricted Stock Units granted 2/9/2011, 4733 granted 2/8/2012, 8200 granted 2/12/2013, 13600 granted 3/1/2013, 16200 granted 2/12/2014 and 3100 granted 2/12/2014, and 11800 Performance Share Awards granted 2/8/2012, 13700 granted 2/12/2013, 22600 granted 3/1/2013, 27000 granted 2/12/2014 and 5100 granted 2/12/2014, that are subject to forfeiture if certain events occur.

(2) Includes balances of 3929 Restricted Stock Units granted 2/9/2011, 2366 granted 2/8/2012, 8200 granted 2/12/2013, 13600 granted 3/1/2013, 16200 granted 2/12/2014 and 3100 granted 2/12/2014, and 11800 Performance Share Awards granted 2/8/2012, 13700 granted 2/12/2013, 22600 granted 3/1/2013, 27000 granted 2/12/2014 and 5100 granted 2/12/2014, that are subject to forfeiture if certain events occur.

(3)

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Includes balances of 1964 Restricted Stock Units granted 2/9/2011, 2366 granted 2/8/2012, 8200 granted 2/12/2013, 13600 granted 3/1/2013, 16200 granted 2/12/2014 and 3100 granted 2/12/2014, and 11800 Performance Share Awards granted 2/8/2012, 13700 granted 2/12/2013, 22600 granted 3/1/2013, 27000 granted 2/12/2014 and 5100 granted 2/12/2014, 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.