

BARNES GROUP INC
Form 4
November 25, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
11/21/2013

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)

VP, Controller

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/21/2013		M	6,000 A \$ 22.335	48,703.1458 (1)	D	
Common Stock	11/21/2013		S	6,000 D \$ 35.7094	42,703.1458 (1)	D	
Common Stock	11/21/2013		M	6,150 A \$ 26.38	48,853.1458 (1)	D	
Common Stock	11/21/2013		S	6,150 D \$ 35.7094	42,703.1458 (1)	D	
Common Stock					3.351	I	By Employee Stock

Common Stock	1,181.416	I	Purchase Plan By Company's 401(k) Plan
--------------	-----------	---	---

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.

SEC 1474
(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 (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. Amount or Number of Shares
Stock Option-Right to Buy	\$ 22.335	11/21/2013		M	6,000	<u>(2)</u> 02/14/2017	Common Stock	6,000
Stock Option Right to Buy	\$ 26.38	11/21/2013		M	6,150	<u>(3)</u> 02/13/2018	Common Stock	6,150

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

11/25/2013

__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 2/9/11, 999 granted 2/8/12, 1700 granted 2/12/13 and 5300 granted 5/2/13, and
- (1) balances of 2100 Performance Share Awards granted 2/9/11, 2500 granted 2/8/12 and 2900 granted 2/12/13, that are subject to forfeiture if certain events occur.
 - (2) The option vests in three equal annual installments on August 14, 2008, 2009 and 2010.
 - (3) The option vests in three equal annual installments in August 13, 2009, 2010 and 2011.
 - (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.