## **BARNES GROUP INC**

Form 4

Common

Stock

12/10/2013

December 12, 2013

December 12, 2013									
FORM 4 IINIT							OMB A	APPROVAL	
01(1)	TED STATES SEC	CURITIES Washington			IGE CO	OMMISSION	OMB Number:	3235-0287	
subject to	TEMENT OF CH	CHANGES IN BENEFICIAL OWN SECURITIES				ERSHIP OF		ed average	
-1-1:4:	d pursuant to Section 17(a) of the Public 30(h) of the	n 16(a) of a	the Securi	npany	Act of	1935 or Section	burden ho response.	•	
(Print or Type Responses)									
1. Name and Address of Repo BENANAV GARY G	Symb	2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)		te of Earliest	-	•		(Chec	k all applicab	le)	
BARNES GROUP INC	(Mon	th/Day/Year) 0/2013				X Director Officer (give below)		% Owner her (specify	
(Street)		Amendment, l (Month/Day/Ye		ıl		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting I	Person	
BRISTOL, CT 06010					j	Person	iore man one i	Ceporting	
(City) (State)	(Zip)	Гable I - Non	-Derivative	Securit	ies Acqu	ired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Month/Day/Ye (Instr. 3)	Oate 2A. Deemed ear) Execution Date, it any (Month/Day/Year	Code	4. Securitie on Dispose (Instr. 3, 4	d of (D)	` '	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 12/10/2013		A	1.4528	A	\$ 36.741	513.1044	I	By Non-Employee Director Deferred Stock	

35.7328 A

548.8373

Ι

Common Stock 28,080 (1) D

A

Deferred Stock

Non-Employee

Deferred Stock

Director

Plan

By

Plan

Common 34,830 I Trust #z75-918784

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)

Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)			5. onNumber	6. Date Exerc Expiration D	ate	7. Titl	nt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)				Secur		(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	Or		
						Exercisable Date					
				Code V	(A) (D)				of Charac		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
BENANAV GARY G BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X						

## **Signatures**

Monique B. Marchetti, pursuant to a Power of Attorney 12/12/2013

\*\*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).
- (1) Includes 3553 Restricted Stock Units granted 2/12/2013, that are subject for 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.

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