

BARNES GROUP INC
Form 4
May 05, 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 *
EDWARDS DAWN N

(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)
05/02/2014

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 below) ___ Other (specify below)

SVP, Human Resources

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)
			Code	V Amount (D) Price			
Common Stock	05/02/2014		M	3,567 A \$ 15.02	66,775.9386 (1)	D	
Common Stock	05/02/2014		M	4,733 A \$ 11.45	71,508.9386 (1)	D	
Common Stock	05/02/2014		S	8,300 D \$ 38.2368	63,208.9386 (1)	D	
Common Stock	05/02/2014		F	1,243 D \$ 38.11	61,965.9386 (1)	D	
Common Stock					12,725.553	I	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	\$ 15.02	05/02/2014		M	3,567	(2) 08/03/2019	Common Stock	3,567
Stock Option-Right to Buy	\$ 11.45	05/02/2014		M	4,733	(2) 02/10/2019	Common Stock	4,733

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS DAWN N BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			SVP, Human Resources	

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney 05/05/2014

__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 3196 Restricted Stock Units granted 2/9/2011, 2266 granted 2/8/2012, 3900 granted 2/12/2013, 3650 granted 5/2/2013, 2300 granted 2/12/2014 and 1400 granted 2/12/2014, and 4800 Performance Share Awards granted 2/9/2011, 5600 granted

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2/8/2012, 6600 granted 2/12/2013, 3900 granted 2/12/2014 and 2300 granted 2/12/2014, that are subject to forfeiture if certain events occur.

(2) The option vests in three equal installments on August 10, 2010, 2011, 2012.

(3) 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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