

BARNES GROUP INC
 Form 4
 August 12, 2014

FORM 4

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

OMB APPROVAL

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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 *
STEPHENS CHRISTOPHER J

(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)
08/08/2014

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)

SVP, Finance and CFO

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/08/2014		F	1,201 D \$ 34.17	138,196.5503 (1)	D	
Common Stock	08/09/2014		F	1,183 D \$ 34.17	137,013.5503 (2)	D	
Common Stock					5,283.5845	I	By Company's Employee Stock Purchase Plan
Common					1,465.565	I	By

Stock

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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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 Following Reported Transaction (Instr. 3)
				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

STEPHENS CHRISTOPHER J
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06010

SVP, Finance and CFO

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney

08/12/2014

__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 4861 Restricted Stock Units granted 2/9/2011, 18800 granted 2/8/2012, 2466 granted 2/8/2012, 8400 granted 2/12/2013, 4800 granted 5/2/2013, 4900 granted 2/12/2014 and 2000 granted 2/12/2014, and 12300 Performance Share Awards granted 2/8/2012, 14000 granted 2/12/2013, 8200 granted 2/12/2014 and 3300 granted 2/12/2014, that are subject to forfeiture if certain events occur.

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- (2) Includes balances of 2430 Restricted Stock Units granted 2/9/2011, 18800 granted 2/8/2012, 2466 granted 2/8/2012, 8400 granted 2/12/2013, 4800 granted 5/2/2013, 4900 granted 2/12/2014 and 2000 granted 2/12/2014, and 12300 Performance Share Awards granted 2/8/2012, 14000 granted 2/12/2013, 8200 granted 2/12/2014 and 3300 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.

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