

BARNES GROUP INC  
Form 4  
July 23, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
07/22/2015

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	07/22/2015		A <sup>(1)</sup>	4,223 A \$ 0	139,418.5503 <sup>(2)</sup>	D	
Common Stock	07/22/2015		F	8,039 D \$ 39.36	131,379.5503 <sup>(3)</sup>	D	
Common Stock					5,283.5845	I	By Company's Employee Stock Purchase Plan
Common					1,626.238	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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(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

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

07/23/2015

\_\_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) Performance Share Award involved an aggregate of 16523 shares of which the acquisition of 12300 shares were previously reported on 2/8/2012.
- (2) Includes balances of 2430 Restricted Stock Units granted 2/9/2011, 9400 granted 2/8/2012, 2466 granted 2/8/2012, 5599 granted 2/12/2013, 4900 granted 2/12/2014, 2000 granted 2/12/2014 and 5700 granted 2/11/2015, and 12300 Performance Share Awards granted

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2/8/2012, 14000 granted 2/12/2013, 8200 granted 2/12/2014, 3300 granted 2/12/2014 and 9500 granted 2/11/2015, that are subject to forfeiture if certain events occur.

- (3) Includes balances of 2430 Restricted Stock Units granted 2/9/2011, 9400 granted 2/8/2012, 2466 granted 2/8/2012, 5599 granted 2/12/2013, 4900 granted 2/12/2014, 2000 granted 2/12/2014 and 5700 granted 2/11/2015, and 14000 Performance Share Awards granted 2/12/2013, 8200 granted 2/12/2014, 3300 granted 2/12/2014 and 9500 granted 2/11/2015, 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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