

BARNES GROUP INC

Form 4

August 15, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(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)

**08/11/2016**

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, Finance and CFO**

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	(A) or (D)	Price			
Common Stock	08/11/2016		F		929	D	\$ 40.57	107,113.5503 <u>(1)</u>	D	
Common Stock	08/12/2016		F		1,368	D	\$ 40.37	105,745.5503 <u>(2)</u>	D	
Common Stock	08/12/2016		F		798	D	\$ 40.37	104,947.5503 <u>(3)</u>	D	
Common Stock	08/12/2016		F		326	D	\$ 40.37	104,621.5503 <u>(4)</u>	D	
Common Stock								5,283.5845	I	By Company's Employee

Common Stock	1,842.108	I	Stock Purchase Plan  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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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 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. 6)
				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

William K. Piotrowski, pursuant to a Power of Attorney	08/15/2016
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\_\_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 2799 Restricted Stock Units granted 2/12/2013, 3266 granted 2/12/2014, 1333 granted 2/12/2014, 3799 granted 2/11/2015 and 7000 granted 2/10/2016, that are subject to forfeiture if certain events occur.
- (2) Includes balances of 3266 Restricted Stock Units granted 2/12/2014, 1333 granted 2/12/2014, 3799 granted 2/11/2015 and 7000 granted 2/10/2016, that are subject to forfeiture if certain events occur.
- (3) Includes balances of 1633 Restricted Stock Units granted 2/12/2014, 1333 granted 2/12/2014, 3799 granted 2/11/2015 and 7000 granted 2/10/2016, that are subject to forfeiture if certain events occur.
- (4) Includes balances of 1633 Restricted Stock Units granted 2/12/2014, 666 granted 2/12/2014, 3799 granted 2/11/2015 and 7000 granted 2/10/2016, 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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