

BARNES THOMAS O  
Form 4  
February 28, 2013

**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 \*  
BARNES THOMAS O

2. Issuer Name and Ticker or Trading Symbol  
BARNES GROUP INC [B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BARNES GROUP INC., 123 MAIN STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BRISTOL, CT 06010

(City) (State) (Zip)

**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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/26/2013		G <sup>(1)</sup>	V	15,300	D	\$ 0	127,172 <sup>(2)</sup>	I	Trust #CF-2363
Common Stock	02/26/2013		S		118	D	\$ 26.3983	415,995 <sup>(2)</sup>	I	Trust #42-01-100-85465
Common Stock	02/26/2013		S		78	D	\$ 26.3983	76,257 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock	02/26/2013		S		40	D	\$ 26.3983	161,612 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock	02/26/2013		S		27	D	\$ 26.3983	485,393 <sup>(2)</sup>	I	Trust #42-01-100-85507

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Common Stock	02/26/2013	S	33	D	\$ 26.3983	413,078 <sup>(2)</sup>	I	Trust #42-01-100-85465
Common Stock	02/27/2013	S	29	D	\$ 26.3507	415,966 <sup>(2)</sup>	I	Trust #42-01-100-85465
Common Stock	02/27/2013	S	20	D	\$ 26.3507	76,237 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock	02/27/2013	S	10	D	\$ 26.3507	161,602 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock	02/27/2013	S	7	D	\$ 26.3507	485,386 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock	02/27/2013	S	8	D	\$ 26.3507	413,070 <sup>(2)</sup>	I	Trust #42-01-100-85465
Common Stock						391,408.6851 <sup>(3)</sup>	D	
Common Stock						33,398.756	I	By 401(k) Plan
Common Stock						39,356 <sup>(2)</sup>	I	Trust #42-01-100-85465
Common Stock						4,066.1754 <sup>(2)</sup>	I	By my wife
Common Stock						84,432 <sup>(2)</sup>	I	Trust #42-01-100-85507
Common Stock						158,346 <sup>(2)</sup>	I	Trust #CF-2078

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 Owned Beneficially (Instr. 6)
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Date Exercisable      Expiration Date      Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X			

## Signatures

Monique B. Marchetti, pursuant to Power of Attorney      02/28/2013

\_\_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) Reflects distribution to trust beneficiaries.
- (2) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.
- (3) Includes 3553 Restricted Stock Units granted 2/12/13 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. 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.