

BARNES GROUP INC

Form 4

February 13, 2015

**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

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(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)  
**02/11/2015**

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 \_\_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/11/2015                              |                                                             | A <sup>(1)</sup>                     | 5,700 A \$ 0                                                                                       | 128,031.5503<br>(3)                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/11/2015                              |                                                             | A <sup>(2)</sup>                     | 9,500 A \$ 0                                                                                       | 137,531.5503<br>(3)                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                                                    | 5,283.5845                                                                                                      | I                                                                       | By<br>Company's<br>Employee<br>Stock<br>Purchase<br>Plan          |
| Common                                |                                         |                                                             |                                      |                                                                                                    | 1,556.017                                                                                                       | 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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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------|
| Stock<br>Option-Right<br>to Buy                     | \$ 36.31                                                           | 02/11/2015                              |                                                             | A                                    | 15,800                                                                                                       | <u>(4)</u> 02/11/2025                                          | Common<br>Stock                                                  | 15,800                              |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                      |       |
|-------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer              | Other |
| STEPHENS CHRISTOPHER J<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06010 |               |           | SVP, Finance and CFO |       |

## Signatures

Monique B. Marchetti, pursuant to a Power of Attorney 02/13/2015

\*\*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) Reporting Person has received 5700 Restricted Stock Units that are subject to forfeiture if certain events occur.

(2) Reporting Person has received 9500 Performance Share Awards that are subject to forfeiture if certain events occur.

(3)

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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, 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.

(4) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months from the grant date.

(5) 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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