

BARNES GROUP INC  
Form 4  
February 25, 2015

**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 \*  
Dempsey Patrick

(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)  
02/24/2015

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)  
President and CEO

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/24/2015		M		25,000 A \$ 22.335	326,619 <sup>(1)</sup>	D
Common Stock	02/24/2015		M		73,000 A \$ 22.335	399,619 <sup>(1)</sup>	D
Common Stock	02/24/2015		M		28,466 A \$ 11.45	428,085 <sup>(1)</sup>	D
Common Stock	02/24/2015		S		126,466 D \$ 39.8261	301,619 <sup>(1)</sup>	D
Common Stock						4,129.43	I

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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(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)	Amount or Number of Shares
Employee Stock Option-Right to Buy	\$ 22.335	02/24/2015		M	25,000	<u>(2)</u> 02/14/2017	Common Stock	25,000
Employee Stock Option-Right to Buy	\$ 22.335	02/24/2015		M	73,000	<u>(4)</u> 02/14/2017	Common Stock	73,000
Employee Stock Option-Right to Buy	\$ 11.45	02/24/2015		M	28,466	<u>(5)</u> 02/10/2019	Common Stock	28,466

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X		President and CEO	

## Signatures

Monique B. Marchetti, pursuant to Power of Attorney

02/25/2015

          \*\*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).

- Includes balances of 1964 Restricted Stock Units granted 2/9/2011, 2366 granted 2/8/2012, 5466 granted 2/12/2013, 9066 granted 3/1/2013, 16200 granted 2/12/2014, 3100 granted 2/12/2014 and 23800 granted 2/11/2015, and 11800 Performance Share Awards granted 2/8/2012, 13700 granted 2/12/2013, 22600 granted 3/1/2013, 27000 granted 2/12/2014, 5100 granted 2/12/2014 and 39600 granted 2/11/2015, that are subject to forfeiture if certain events occur.
- (1) The option vests in three equal installments on August 14, 2008, 2009 and 2010.
  - (2) 1 for 1.
  - (3) The option vests in three equal installments on August 14, 2009, 2010 and 2011.
  - (4) The option vests in three equal installments on August 10, 2010, 2011 and 2012.

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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