

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
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ACKER MARIAN

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)
BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Controller

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/22/2015 | | A ⁽¹⁾ | 858 A \$ 0 | 44,804.1458 <u>(2)</u> | D | |
| Common Stock | 07/22/2015 | | F | 1,144 D \$ 39.36 | 43,660.1458 <u>(3)</u> | D | |
| Common Stock | | | | | 3.351 | I | By Company's Employee Stock Purchase Plan |
| | | | | | 3.66 | I | |

Common
Stock

By
Company's
401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Following Transaction (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 |
| ACKER MARIAN BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010 | | | VP, Controller | |

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 3358 shares of which the acquisition of 2500 shares were previously reported on 2/8/2012.

(2)

Edgar Filing: BARNES GROUP INC - Form 4

Includes balances of 699 Restricted Stock Units granted 2/9/2011, 499 granted 2/8/2012, 1133 granted 2/12/2013, 1000 granted 2/12/2014, 800 granted 2/12/2014 and 1000 granted 2/11/2015, and 2500 Performance Share Awards granted 2/8/2012, 2900 granted 2/12/2013, 1700 granted 2/12/2014, 1300 granted 2/12/2014 and 1700 granted 2/11/2015, that are subject to forfeiture if certain events occur.

- (3) Includes balances of 699 Restricted Stock Units granted 2/9/2011, 499 granted 2/8/2012, 1133 granted 2/12/2013, 1000 granted 2/12/2014, 800 granted 2/12/2014 and 1000 granted 2/11/2015, and 2900 Performance Share Awards granted 2/12/2013, 1700 granted 2/12/2014, 1300 granted 2/12/2014 and 1700 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. 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.