

BARNES GROUP INC
Form 4
August 15, 2016

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 *
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
 Officer (give title below) _____ Other (specify below)

SVP, Finance and CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	08/11/2016		F	929 D \$ 40.57	107,113.5503 (1)	D	
Common Stock	08/12/2016		F	1,368 D \$ 40.37	105,745.5503 (2)	D	
Common Stock	08/12/2016		F	798 D \$ 40.37	104,947.5503 (3)	D	
Common Stock	08/12/2016		F	326 D \$ 40.37	104,621.5503 (4)	D	
Common Stock					5,283.5845	I	By Company's Employee

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.

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.