

BARNES GROUP INC
Form 4
May 31, 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 *
BARNES THOMAS O

(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)
05/27/2016

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/26/2016		G ⁽¹⁾	V 3,344 D \$ 0	145,242 ⁽²⁾	I	Trust #42-01-102-254826
Common Stock	05/27/2016		S	250 D \$ 33.1528	414,376 ⁽²⁾	I	Trust #42-01-100-854655
Common Stock	05/27/2016		S	100 D \$ 33.1528	411,690 ⁽²⁾	I	Trust #42-01-100-854655
Common Stock	05/31/2016		G ⁽¹⁾	V 418 A \$ 0	358,730.1307 ⁽³⁾	D	
Common Stock					35,558.402	I	By 401(k) Plan

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Common Stock	4,236.4527 ⁽²⁾	I	By my wife
Common Stock	39,221 ⁽²⁾	I	Trust #42-01-100-854656
Common Stock	76,021 ⁽²⁾	I	Trust #42-01-100-855071
Common Stock	161,187 ⁽²⁾	I	Trust #42-01-100-855072
Common Stock	483,503 ⁽²⁾	I	Trust #42-01-100-855071
Common Stock	84,176 ⁽²⁾	I	Trust #42-01-100-855071
Common Stock	92,771 ⁽²⁾	I	Trust #42-01-102-254905

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

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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 Beneficially Owned (Instr. 6)
				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
BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET	X			

BRISTOL, CT 06010

Signatures

Kristine M. Murphy, pursuant to Power of Attorney

05/31/2016

__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 a balance of 2034 Restricted Stock Units 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.

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