ACKER MARIAN Form 4

February 14, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ACKER MARIAN** Issuer Symbol BARNES GROUP INC [B] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify BARNES GROUP INC., 123 MAIN 02/12/2013 below) STREET VP, Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BRISTOL, CT 06010 Person

| (City) | (State) | (Zip) Tabl | e I - Non-I | Derivative | Secui | rities A | cquired, Disposed | of, or Benefic | ially Owned |
|--------------------------------------|---|---|---|--------------|--|--|---|----------------|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or | | 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) | | |
| Common Stock | 02/12/2013 | | Code V $A_{\underline{(1)}}$ | Amount 1,700 | (D) | Price \$ 0 | 35,096.1458 (3) | D | |
| Common Stock | 02/12/2013 | | A(2) | 2,900 | A | \$0 | 37,996.1458 (3) | D | |
| Common Stock | | | | | | | 3.3171 | I | By Company's Employee Stock Purchase Plan |
| | | | | | | | 1,197.906 | I | |

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Common By Stock

Company's 401(k) Plan

(9-02)

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. Transac Code (Instr. 8 | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount o Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|------------------------------------|-------|-----|--|-----------------|--|--|
| | | | | Code \ | V (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option-Right | \$ 24.24 | 02/12/2013 | | A | 3,20 | 00 | <u>(4)</u> | 02/12/2023 | Common Stock | 3,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| | |

Director 10% Owner Officer Other

ACKER MARIAN

to Buy

VP. BARNES GROUP INC. Controller 123 MAIN STREET BRISTOL, CT 06010

Signatures

Monique B. Marchetti, pursuant to a Power of 02/14/2013 Attorney

> **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 1700 Restricted Stock Units that are subject to forfeiture if certain events occur.

Reporting Owners 2

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- (2) Reporting Person has received 2900 Performance Share Awards that are subject to forfeiture if certain events occur.
- (3) Includes balances of 2100 Restricted Stock Units granted 2/9/11 and 1500 granted 2/8/12, and balances of 533 Performance Share Awards granted 2/8/10, 2100 granted 2/9/11 and 2500 granted 2/8/12, 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 beginning 2/12/2013.
- **(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. 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.