BARNES THOMAS O

Form 4

February 28, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

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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)

may continue.

See Instruction

1. Name and A BARNES T	ddress of Reporting Person * HOMAS O	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)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner		
BARNES G STREET	ROUP INC., 123 MAIN	02/26/2013	Officer (give title Other (specify below)		
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
RRISTOL (T 06010	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

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(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	sed of 4 and 3	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)
Common Stock	02/26/2013		G(1) V	15,300		\$ 0	127,172 (2)	I	Trust #CF-2363
Common Stock	02/26/2013		S	118	D	\$ 26.3983	415,995 (2)	I	Trust #42-01-100-85465
Common Stock	02/26/2013		S	78	D	\$ 26.3983	76,257 (2)	I	Trust #42-01-100-85507
Common Stock	02/26/2013		S	40	D	\$ 26.3983	161,612 <u>(2)</u>	I	Trust #42-01-100-85507
Common Stock	02/26/2013		S	27	D	\$ 26.3983	485,393 (2)	I	Trust #42-01-100-85507

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Common Stock	02/26/2013	S	33	D	\$ 26.3983	413,078 (2)	I	Trust #42-01-100-85465
Common Stock	02/27/2013	S	29	D	\$ 26.3507	415,966 (2)	I	Trust #42-01-100-85465
Common Stock	02/27/2013	S	20	D	\$ 26.3507	76,237 <u>(2)</u>	I	Trust #42-01-100-85507
Common Stock	02/27/2013	S	10	D	\$ 26.3507	161,602 (2)	I	Trust #42-01-100-85507
Common Stock	02/27/2013	S	7	D	\$ 26.3507	485,386 (2)	I	Trust #42-01-100-85507
Common Stock	02/27/2013	S	8	D	\$ 26.3507	413,070 (2)	I	Trust #42-01-100-85465
Common Stock						391,408.6851 (3)	D	
Common Stock						33,398.756	I	By 401(k) Plan
Common Stock						39,356 (2)	I	Trust #42-01-100-85465
Common Stock						4,066.1754 (2)	I	By my wife
Common Stock						84,432 (2)	I	Trust #42-01-100-85507
Common Stock						158,346 <u>(2)</u>	I	Trust #CF-2078

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

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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)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)		Title		

Date Expiration Exercisable Date

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL CT 06010	X						

Signatures

Monique B. Marchetti, pursuant to Power of Attorney

02/28/2013

**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 3553 Restricted Stock Units granted 2/12/13 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.

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