#### **BARNES GROUP INC**

Form 4

Common

Stock

November 25, 2013

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 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 Cestari Paul D 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** 11/22/2013 below) STREET VP,Bus Alys & Pln (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 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common 11/22/2013 M 6.150 A \$ 26.38 $11,075 \frac{(1)}{2}$ D Stock Common 11/22/2013 S 6,150 D 4,925 (1) D 35.9111 Stock

Common	7,835.08	I	Company
Stock			401(k)

Company Employee

Purchase Plan

Stock

2,374.2425

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)

> Sec (In

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date (Month/Day/Year) quired or posed of str. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Right to Buy	\$ 26.38	11/22/2013		M		6,150	(2)	02/13/2018	Common Stock	6,150	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
reporting o wher runne, riddress	

Director 10% Owner Officer Other

Cestari Paul D

BARNES GROUP INC. 123 MAIN STREET

VP,Bus Alys & Pln

BRISTOL, CT 06010

### **Signatures**

Monique B. Marchetti, pursuant to Power of Attorney

11/25/2013

Date

\*\*Signature of Reporting Person

## **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 266 Restricted Stock Units granted 2/8/12 and 550 granted 2/12/13, and 400 Performance Share Awards granted 2/8/12 and 550 granted 2/12/13, that are subject to forfeiture if certain events occur.

Reporting Owners 2

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- (2) The option vest in three equal annual installments on August 13, 2009, 2010 and 2011.
- (3) 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.