

STEPHENS CHRISTOPHER J
Form 4
February 14, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

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)
02/12/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

BARNES GROUP INC., 123 MAIN STREET

SVP, Finance and CFO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BRISTOL, CT 06010

(City) (State) (Zip)

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	02/12/2013		A ⁽¹⁾	8,400 A \$ 0	101,945.3783 (3)	D	
Common Stock	02/12/2013		A ⁽²⁾	14,000 A \$ 0	115,945.3783 (3)	D	
Common Stock					5,229.9502	I	By Company's Employee Stock Purchase Plan
Common					1,174.312	I	By

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Includes balances of 2097 Restricted Stock Units granted 2/10/09, 7300 granted 2/9/11, 28200 granted 2/8/12 and 7400 granted 2/8/12, and 7300 Performance Share Awards granted 2/9/11 and 12300 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.

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