BARNES THOMAS O
Form 4
December 03, 2018

FORM 4

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

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

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).

(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)
11/28/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/28/2018		G	V	3,000	D	$ 0	350,340.8 (1)	D	
Common Stock	11/29/2018		S		158	D	$ 58.8461	412,873 (2)	I	Trust #42-01-100-8546559 (1E)
Common Stock	11/29/2018		S		15	D	$ 58.8461	75,793 (2)	I	Trust #42-01-100-8550714 (2E)
Common Stock	11/29/2018		S		12	D	$ 58.8461	160,827 (2)	I	Trust #42-01-100-8550720 (3E)

Common Stock	11/29/2018	S	79	D	$ 58.8461	481,629 (2)	I	Trust #42-01-100-8550719 (4E)
Common Stock	11/29/2018	S	5	D	$ 58.8461	83,983 (2)	I	Trust #42-01-100-8550713 (6E/7W)
Common Stock	11/30/2018	S	292	D	$ 59.5144	412,581 (2)	I	Trust #42-01-100-8546559 (1E)
Common Stock	11/30/2018	S	30	D	$ 59.5144	75,763 (2)	I	Trust #42-01-100-8550714 (2E)
Common Stock	11/30/2018	S	23	D	$ 59.5144	160,804 (2)	I	Trust #42-01-100-8550720 (3E)
Common Stock	11/30/2018	S	146	D	$ 59.5144	481,483 (2)	I	Trust #42-01-100-8550719 (4E)
Common Stock	11/30/2018	S	10	D	$ 59.5144	83,973 (2)	I	Trust #42-01-100-8550713 (6E/7W)
Common Stock						34,879.38	I	By 401(k) Plan
Common Stock						4,348.29 (2)	I	By my wife
Common Stock						39,116 (2)	I	Trust #42-01-100-8546568
Common Stock						410,468 (2)	I	Trust #42-01-100-8546558 (5E/5W)
Common Stock						77,162 (2)	I	Trust #42-01-102-2549053

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Securities (Instr. 3 and 4)			(Instr. 5)	Bene Owne Follo Repo Trans (Instr
			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 BRISTOL, CT 06010	X			

Signatures

William K. Piotrowski, pursuant to a Power of Attorney	12/03/2018
**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) Includes a balance of 442 Restricted Stock Units granted 2/8/2018, that are subject to forfeiture if certain events occur.

(2) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.

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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