

BARNES THOMAS O
 Form 4
 February 28, 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 *
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)
02/26/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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)
				(A) or (D) Code V Amount Price			
Common Stock	02/26/2013		G ⁽¹⁾	V 15,300 D \$ 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 ⁽²⁾	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 ⁽²⁾	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 ⁽²⁾	I	Trust #CF-2078

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
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