

BARNES THOMAS O
Form 4
August 30, 2012

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)
08/30/2012

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. 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	05/30/2012		G ⁽¹⁾	V 29,916 D \$ 0	160,480 ⁽²⁾	I	Trust #CF-2078
Common Stock	05/30/2012		G ⁽¹⁾	V 2,134 A \$ 0	395,803.4344 ⁽³⁾	D	
Common Stock	08/29/2012		G	V 1,300 D \$ 0	394,544.6157 ⁽³⁾	D	
Common Stock	08/30/2012		S	100 D \$ 23.703	394,444.6157 ⁽³⁾	D	
Common Stock	08/30/2012		S	4,900 D \$ 23.664	389,544.6157 ⁽³⁾	D	

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Common Stock	32,530.875	I	By 401(k) Plan
Common Stock	4,031.1566 ⁽²⁾	I	By my wife
Common Stock	39,356 ⁽²⁾	I	Trust #42-01-100-854656
Common Stock	416,113 ⁽²⁾	I	Trust #42-01-100-854655
Common Stock	76,335 ⁽²⁾	I	Trust #42-01-100-855071
Common Stock	161,652 ⁽²⁾	I	Trust #42-01-100-855072
Common Stock	485,420 ⁽²⁾	I	Trust #42-01-100-855071
Common Stock	413,111 ⁽²⁾	I	Trust #42-01-100-854655
Common Stock	84,432 ⁽²⁾	I	Trust #42-01-100-855071
Common Stock	142,472 ⁽²⁾	I	Trust #CF2363

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.

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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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

