Edgar Filing: BRISTOW WILLIAM S JR - Form 4

BRISTOW	WILLIAM S JR											
Form 4	0.0010											
February 09	ЛЛ	STATES	SECU	RITIES	AND E	хсн	ANG	E COMMISS	SION		MB APPR	OVAL
Check this box								OMB Numb	er:	235-0287 nuary 31,		
if no longer subject to Section 16. Form 4 or								Expire Estima burde respon	2005 age			
Form 5 obligations may continue. See Instruction 1(b). 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	e Responses)											
1. Name and BRISTOW	2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC ["B"]				5. Relationship of Reporting Person(s) to Issuer							
(Last)	(First)	(Middle)	3. Date	of Earliest	Transactic	n	-		(Check	all app	licable)	
BARNES STREET	(Month/Day/Year) 02/08/2012				XDirector10% Owner Officer (give titleOther (specify below)below)							
				4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
BRISTOL	, CT 06010							Person	ed by Mo	ore than (One Reporti	ng
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	ve Sec	urities	Acquired, Dispo	osed of,	or Ben	eficially O	wned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or)	5. Amount of 6. Securities Owned Beneficially Form Owned Direct Following or Inc Reported (I) Transaction(s) (Instr (Instr. 3 and 4)		ership Benefic : (Instr. 4 et (D) lirect		f Indirect Ownership
Common				Code V	Amount	(D)	Price	, , , , , , , , , , , , , , , , , , ,				
Stock	02/08/2012			A <u>(1)</u>	3,046	А	\$0	439,773 <u>(2)</u>	D			
Common Stock								30,418	Ι		Frust #42-01-1	00-8517735

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur 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				
BRISTOW WILLIAM S JR BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	Х							
Signatures								
Monique B. Marchetti Pursuan of Atty	02/09/2012							
<u>**</u> Signature of Reporting Pe	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) Reporting Person has received 3046 Restricted Stock Units that are subject to forfeiture if certain events occur.

(2) Includes a balance of 1810 restricted stock units granted 2/8/11.

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.