#### STEPHENS CHRISTOPHER J

Form 4/A August 21, 2012

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION $\,$ ON

OMB 3235-0

Washington, D.C. 20549

Number: 3235-0287

Synings: January 31,

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

BARNES GROUP INC [B]

Symbol

response...

5. Relationship of Reporting Person(s) to

Issuer

Expires:

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

STEPHENS CHRISTOPHER J

	BARNES GROUP INC [B]					(Check all applicable)						
(Last)  BARNES ( STREET	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012					Director 10% Owner Sylvantial Elements of the CFO						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 08/14/2012					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
BRISTOL,	00/11/2012					Form filed by More than One Reporting Person						
(City)	y) (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)		Date, if	3. Transaction Code (Instr. 8)	(Instr. 3,	(A) or (D)	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 88,296.548	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Stock	08/10/2012			F	821	D	23.78	(1)	D			
Common Stock								5,184.633	I	By Company's Employee Stock Purchase Plan		
Common Stock								1,042.902	I	By Company's 401(k) Plan		

#### Edgar Filing: STEPHENS CHRISTOPHER J - Form 4/A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	) Derivative	e		Securi	ties	(Instr. 5)		
		Derivative				Securities			(Instr. 3 and 4)			
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
						Exercisable	Date		Number			
									of			
					Code V	I(A)(D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEPHENS CHRISTOPHER J BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010

SVP, Finance and CFO

## **Signatures**

Monique B. Marchetti, pursuant to a Power of Attorney

08/21/2012

\*\*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).
- Includes balances of 2097 Restricted Stock Units granted 2/10/09, 5394 granted 2/8/10, 7300 granted 2/9/11, 7400 granted 2/8/12 and (1) 28200 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.

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.

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