

BARNES THOMAS O  
Form 4  
December 03, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
11/28/2018

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) Amount Price			
Common Stock	11/28/2018		G	V 3,000 D \$ 0	350,340.8 <sup>(1)</sup>	D	
Common Stock	11/29/2018		S	158 D \$ 58.8461	412,873 <sup>(2)</sup>	I	Trust #42-01-100-8546559 (1E)
Common Stock	11/29/2018		S	15 D \$ 58.8461	75,793 <sup>(2)</sup>	I	Trust #42-01-100-8550714 (2E)
Common Stock	11/29/2018		S	12 D \$ 58.8461	160,827 <sup>(2)</sup>	I	Trust #42-01-100-8550720 (3E)

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Common Stock	11/29/2018		S	79	D	\$ 58.8461	481,629 <sup>(2)</sup>	I	Trust #42-01-100-8550719 (4E)
Common Stock	11/29/2018		S	5	D	\$ 58.8461	83,983 <sup>(2)</sup>	I	Trust #42-01-100-8550713 (6E/7W)
Common Stock	11/30/2018		S	292	D	\$ 59.5144	412,581 <sup>(2)</sup>	I	Trust #42-01-100-8546559 (1E)
Common Stock	11/30/2018		S	30	D	\$ 59.5144	75,763 <sup>(2)</sup>	I	Trust #42-01-100-8550714 (2E)
Common Stock	11/30/2018		S	23	D	\$ 59.5144	160,804 <sup>(2)</sup>	I	Trust #42-01-100-8550720 (3E)
Common Stock	11/30/2018		S	146	D	\$ 59.5144	481,483 <sup>(2)</sup>	I	Trust #42-01-100-8550719 (4E)
Common Stock	11/30/2018		S	10	D	\$ 59.5144	83,973 <sup>(2)</sup>	I	Trust #42-01-100-8550713 (6E/7W)
Common Stock							34,879.38	I	By 401(k) Plan
Common Stock							4,348.29 <sup>(2)</sup>	I	By my wife
Common Stock							39,116 <sup>(2)</sup>	I	Trust #42-01-100-8546568
Common Stock							410,468 <sup>(2)</sup>	I	Trust #42-01-100-8546558 (5E/5W)
Common Stock							77,162 <sup>(2)</sup>	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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SEC 1474  
(9-02)

**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
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(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- Own- 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. 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.