

BARNES THOMAS O

Form 4

November 06, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(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)  
07/26/2017

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 (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)
Common Stock	07/26/2017		G <sup>(1)</sup>	V 63,539 D \$ 0	72,626 <sup>(3)</sup>	I	Trust #42-01-102-25
Common Stock	07/26/2017		G <sup>(1)</sup>	V 9,077 A \$ 0	351,648.06 <sup>(2)</sup>	D	
Common Stock	11/03/2017		S	1,500 D \$ 66.3634	350,148.06 <sup>(2)</sup>	D	
Common Stock	11/06/2017		G	V 2,500 D \$ 0	347,648.06 <sup>(2)</sup>	D	
Common Stock					34,788.31	I	By 401(k) Plan

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Common Stock	4,307.87 <sup>(3)</sup>	I	By my wife
Common Stock	39,221 <sup>(3)</sup>	I	Trust #42-01-100-85
Common Stock	413,581 <sup>(3)</sup>	I	Trust #42-01-100-85
Common Stock	75,898 <sup>(3)</sup>	I	Trust #42-01-100-85
Common Stock	160,929 <sup>(3)</sup>	I	Trust #42-01-100-85
Common Stock	482,133 <sup>(3)</sup>	I	Trust #42-01-100-85
Common Stock	410,878 <sup>(3)</sup>	I	Trust #42-01-100-85
Common Stock	84,018 <sup>(3)</sup>	I	Trust #42-01-100-85
Common Stock	83,664 <sup>(3)</sup>	I	Trust#42-01-102-254

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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(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 (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	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

11/06/2017

          \*\*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) Reflects distribution to trust beneficiaries.
- (2) Includes a balance of 510 Restricted Stock Units granted 2/7/2017 that are subject to forfeiture if certain events occur.
- (3) 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.

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