

STEPHENS CHRISTOPHER J  
Form 4  
July 21, 2017

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

OMB APPROVAL

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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 \*  
STEPHENS CHRISTOPHER J

2. Issuer Name and Ticker or Trading Symbol  
BARNES GROUP INC [B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
07/19/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP, Finance and CFO

(Street)  
BRISTOL, CT 06010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 07/19/2017                           |  | A <sup>(1)</sup>               |   | 10,420  | A  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 102,086.13 <sup>(2)</sup>                             |
| Common Stock                    | 07/19/2017                           |  | F                              |   | 4,835   | D  | \$ 61.07  |
|                                 |                                      |  |                                |   |   |  | 97,251.13 <sup>(2)</sup>                              |
| Common Stock                    | 07/19/2017                           |  | A <sup>(3)</sup>               |   | 4,193   | A  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 101,444.13 <sup>(2)</sup>                             |
| Common Stock                    | 07/19/2017                           |  | F                              |   | 2,053   | D  | \$ 61.07  |
|                                 |                                      |  |                                |   |   |  | 99,391.13 <sup>(2)</sup>                              |
| Common Stock                    |                                      |  |                                |   |   |  | 1,942.23  |
|                                 |                                      |  |                                |   |   | I  |   |

By  
Company's  
401(k) Plan

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

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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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| STEPHENS CHRISTOPHER J<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06010 |               |           | SVP, Finance and CFO |       |

## Signatures

William K. Piotrowski, pursuant to a Power of Attorney  
Date: 07/21/2017

\_\_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) Reporting Person has acquired an aggregate of 10420 shares pursuant to Performance Share Award granted 2/12/2014.
- (2) Includes balances of 1633 Restricted Stock Units granted 2/12/2014, 666 granted 2/12/2014, 3799 granted 2/11/2015, 7000 granted 2/10/2016, and 4800 granted 2/8/2017, that are subject to forfeiture if certain events occur.
- (3) Reporting Person has acquired an aggregate of 4193 shares pursuant to Performance Share Award granted 2/12/2014.

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.