

ACKER MARIAN
Form 4
August 04, 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 *
ACKER MARIAN

(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)
08/02/2017

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)
VP, Controller

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2017		M		2,800	A	\$ 26.59
					41,569.06		(1) D
Common Stock	08/02/2017		S(2)		2,800	D	\$ 60.375
					38,769.06		(1) D
Common Stock	08/02/2017		M		3,200	A	\$ 24.24
					41,969.06		(1) D
Common Stock	08/02/2017		S(2)		3,200	D	\$ 60.375
					38,769.06		(1) D
Common Stock					3.65	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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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.59	08/02/2017		M	2,800	⁽³⁾ 02/08/2022	Common Stock	2,800
Employee Stock Option (right to buy)	\$ 24.24	08/02/2017		M	3,200	⁽⁵⁾ 02/12/2023	Common Stock	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACKER MARIAN BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			VP, Controller	

Signatures

William K. Piotrowski, pursuant to a Power of Attorney
08/04/2017

__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) Includes balances of 333 Restricted Stock Units granted 2/12/2014, 266 granted 2/12/2014, 666 granted 2/11/2015, 1100 granted 2/10/2016, and 800 granted 2/8/2017, that are subject to forfeiture if certain events occur.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.35 to \$60.40, inclusive. The reporting person undertakes to provide to Barnes Group Inc., any security holder of Barnes Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

(3) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months from the 2/8/2012 grant date.

(4) 1 for 1.

(5) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months from the 2/12/2013 grant date.

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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