

Dempsey Patrick  
Form 4  
February 21, 2012

# 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 \*  
Dempsey Patrick

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)

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

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

BARNES GROUP INC., 123 MAIN STREET

02/17/2012

Sr VP, Chief Operating Officer

(Street)

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

BRISTOL, CT 06010

(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 (D) Price			
Common Stock	02/17/2012		M	9,000 <u>(1)</u> A \$ 18.6275	156,346.158 <u>(2)</u>	D	
Common Stock	02/17/2012		M	11,392 <u>(1)</u> A \$ 11.45	167,738.158 <u>(2)</u>	D	
Common Stock	02/17/2012		S	20,392 <u>(1)</u> D \$ 28	147,346.158 <u>(2)</u>	D	
Common Stock					4,063.053	I	By Company's 401(k) Plan

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)	Amount or Number of Shares
Stock Option-Right to Buy	\$ 18.6275	02/17/2012		M	9,000	<sup>(3)</sup> 02/15/2016	Common Stock	9,000
Stock Option-Right to Buy	\$ 11.45	02/17/2012		M	11,392	<sup>(5)</sup> 02/10/2019	Common Stock	11,392

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010			Sr VP, Chief Operating Officer	

## Signatures

Monique B. Marchetti, pursuant to Power of Attorney  
02/21/2012

\_\_\_\_\_  
\*\*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).
- (1) Transaction is made in accordance with a 10b5-1 Plan.
- Includes balances of 1016 Restricted Stock Units granted 10/5/07, 7126 granted 2/10/09, 17440 granted 2/10/09, 5927 granted 2/8/10,
- (2) 5900 granted 2/9/2011 and 7100 granted 2/8/12, and 5900 Performance Share Awards granted 2/9/11 and 11800 granted 2/8/12, that are subject to forfeiture if certain events occur.

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(3) The options vest in three equal installments on August 15, 2007, 2008 and 2009.

(4) 1 for 1.

(5) The options vest in three equal installments on August 10, 2010, 2011 and 2012.

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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