MCCLELLAN HASSELL H

Form 4

February 12, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Instr. 3)

Common

Stock

02/08/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCLELLAN HASSELL H			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			BARNES GROUP INC [B]		(Check all applicable)				
(Last)	(First)	Middle)	3. Date of	Earliest Tra	nsaction				
			(Month/Da	ay/Year)		_X_ Director	109	% Owner	
BARNES GROUP INC., 123 MAIN STREET		02/08/2018			Officer (giv below)	e titleOth below)	titleOther (specify below)		
	(5)		4 TC 4	1 . D .	0 1		F/C F.1.	(C) 1	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
BRISTOL, CT 06010						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative Securities Acq	uired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Da	te 2A. Dee	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year) Execution	on Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect	

Disposed of (D)

(Instr. 3, 4 and 5)

Amount

1,771

(A)

or

(D)

Α

Price

\$0

Code

(Instr. 8)

Code V

 $A^{(1)}$

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

any

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Beneficially

Following

Reported

19,027

Transaction(s)

(Instr. 3 and 4)

Owned

(D) or

Indirect (I)

(Instr. 4)

D

Beneficial

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					,)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title N	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer and an area area.	Director	10% Owner	Officer	Other		
MCCLELLAN HASSELL H BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X					

Signatures

William K. Piotrowski, pursuant to a Power of Attorney 02/12/2018

**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) Reporting Person has received 1,771 Restricted Stock Units that are subject to forfeiture if certain events occur.

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.

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