BARNES GROUP INC

Form 4 March 11, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

2 Jaguar Nama and Tiakar or Tradina

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

5 Relationship of Reporting Person(s) to

response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1. Name and Address of Reporting Person *

1(b).

(Print or Type Responses)

MANGUM MYLLE H			2. Issuer Name and Ticker or Trading Symbol						S. Relationship of Reporting Person(s) to Issuer				
			BARN	NES G	RO	UP INC [B]		(Check	all applicable	e)		
(A)			(Month	3. Date of Earliest Transaction (Month/Day/Year)					_X_ Director 10% Owner Officer (give title Other (specify				
STREET		23 MAIN	03/10/	/2016				į	pelow)	below)	er (speen)		
	(Street)					Date Origina	ıl		6. Individual or Joi	nt/Group Fili	ng(Check		
			Filed(M	Ionth/Day	y/Ye	ear)			Applicable Line) _X_ Form filed by O				
BRISTO	L, CT 06010								Form filed by Mo Person	ore than One Ro	eporung		
(City)	(State)	(Zip)	Ta	ble I - N	Non-	-Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/Da	Date, if	Code (Instr.	8)	onDisposed of (Instr. 3, 4	of (D) and 5) (A) or		r 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	03/10/2016			Code	V	Amount 1.7971	(D)	Price \$ 34.1268	227,0002	I	By Non-Employee Director Deferred Stock Plan		
Common Stock	03/10/2016			A		41.9752	A	\$ 34.1268	279.8846	I	By Non-Employee Director Deferred Stock Plan		
Common Stock									8,947 <u>(1)</u>	D			

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative			Securities				(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date		Title	Number		
						Exercisable		Title	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

MANGUM MYLLE H BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010

X

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney

03/11/2016

**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 2713 Restricted Stock Units granted 2/10/2016, that are subject for 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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