

FODELL THOMAS P
Form 3
March 12, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â FODELL THOMAS P

(Last) (First) (Middle)

BARNES GROUP INC.,Â 123
MAIN STREET

(Street)

BRISTOL,Â CTÂ 06010

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/12/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Pres, Barnes Distribution

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

61,618 ⁽¹⁾

D

Â

Common Stock

666.5402

I

By Company's Employee Stock Purchase Plan

Common Stock

147.2735

I

By Company's 401(k) Plan

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option-Right to Buy	Â <u>(2)</u>	02/13/2018	Common Stock	7,000	\$ 26.38	D	Â
Stock Option-Right to Buy	Â <u>(3)</u>	02/08/2020	Common Stock	1,066	\$ 15.265	D	Â
Stock Option-Right to Buy	Â <u>(4)</u>	02/09/2021	Common Stock	4,733	\$ 20.69	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FODELL THOMAS P BARNES GROUP INC. 123 MAIN STREET BRISTOL,Â CTÂ 06010	Â	Â	Â Pres, Barnes Distribution	Â

Signatures

Monique B. Marchetti, pursuant to a Power of Attorney

03/12/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 a balance of 1465 Restricted Stock Units granted 2/8/12 and 1465 Performance Share Awards granted 2/8/12, that are subject to forfeiture if certain events occur.
- (2) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/13/08.
- (3) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/8/10.
- (4) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months beginning 2/9/11.

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.