

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-14** | Period of Report: **2012-08-30**
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REPORTING OWNER

BARNES THOMAS O

CIK: **1007661**

Type: **4/A** | Act: **34** | File No.: **001-04801** | Film No.: **13527415**

Mailing Address
*C/O BARNES GROUP INC
PO BOX 489
BRISTOL CT 06011-0489*

ISSUER

BARNES GROUP INC

CIK: **9984** | IRS No.: **060247840** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3490** Miscellaneous fabricated metal products

Mailing Address
*123 MAIN ST
BRISTOL CT 06010*

Business Address
*123 MAIN ST
BRISTOL CT 06010
8605837070*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person BARNES THOMAS O			2. Issuer Name and Ticker or Trading Symbol BARNES GROUP INC [B]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2012					
BARNES GROUP INC., 123 MAIN STREET			4. If Amendment, Date Original Filed(Month/Day/Year) 08/30/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
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	(A) or (D)	Price			
Common Stock	05/30/2012		G ⁽¹⁾	V	32,050	D	\$ 0	158,346 ⁽²⁾	I	Trust #CF-2078
Common Stock	05/30/2012		G ⁽¹⁾	V	2,134	A	\$ 0	395,803.4344 ⁽³⁾	D	
Common Stock	08/29/2012		G	V	1,300	D	\$ 0	394,544.6157 ⁽³⁾	D	
Common Stock	08/30/2012		S		100	D	\$23.703	394,444.6157 ⁽³⁾	D	
Common Stock	08/30/2012		S		4,900	D	\$23.664	389,544.6157 ⁽³⁾	D	
Common Stock								32,530.875	I	By 401(k) Plan
Common Stock								4,031.1566 ⁽²⁾	I	By my wife
Common Stock								39,356 ⁽²⁾	I	Trust #42-01-100-8546568
Common Stock								416,113 ⁽²⁾	I	Trust #42-01-100-8546559
Common Stock								76,335 ⁽²⁾	I	Trust #42-01-100-8550714
Common Stock								161,652 ⁽²⁾	I	Trust #42-01-100-8550720
Common Stock								485,420 ⁽²⁾	I	Trust #42-01-100-8550719
Common Stock								413,111 ⁽²⁾	I	Trust #42-01-100-8546558

Common Stock									84,432 ⁽²⁾	I	Trust #42-01-100-8550713
Common Stock									142,472 ⁽²⁾	I	Trust #CF2363

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Reflects distribution to trust beneficiaries.
2. Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.
3. Includes a balance of 1810 Restricted Stock Units granted 2/8/11 and 3046 granted 2/8/12 that are subject to forfeiture if certain events occur.

Signatures

Monique B. Marchetti, pursuant to Power of Attorney

** Signature of Reporting Person

01/14/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.