

# 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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Dempsey Patrick</b> (Last) (First) (Middle) <b>BARNES GROUP INC., 123 MAIN STREET</b> (Street) <b>BRISTOL, CT 06010</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BARNES GROUP INC [ B ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/10/2016</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/10/2016		A (1)		26000	A	\$0	207182 (2)(3)	D	
Common Stock								4175.722	I	By Company's 401(k) Plan

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option- Right to Buy	\$30.71	2/10/2016		A		77500	(4)	2/10/2026	Common Stock	77500	(5)	77500	D	

#### Explanation of Responses:

- (  
1) Reporting Person has received 26000 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (  
2) Does not include 108000 performance-based performance share awards granted to the Reporting Person which were previously reported on prior Form 4s.
- (  
2) These holdings will be reported on subsequent Form 4s if and when the applicable performance goals are achieved.
- (  
3) Includes balances of 2733 Restricted Stock Units granted 2/12/2013, 4533 granted 3/1/2013, 10799 granted 2/12/2014, 2066 granted 2/12/2014 and 23800 granted 2/11/2015, that are subject to forfeiture if certain events occur.
- (  
4) The options vest 33.334% on the 18th month and 33.333% on the 30th and 42nd months from the grant date.
- (  
5) 1 for 1.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X		President and CEO	

Signatures

Signature of Reporting Person

Date \_\_\_\_\_

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 control number.