

FORM 4

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

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[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
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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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BARNES THOMAS O	BARNES GROUP INC [B]	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
BARNES GROUP INC., 123 MAIN STREET	11/28/2018	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
BRISTOL, CT 06010		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

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	11/28/2018		G	V	3000	D	\$0	350340.8 (1)	D	
Common Stock	11/29/2018		S		158	D	\$58.8461	412873 (2)	I	Trust #42-01- 100- 8546559 (1E)
Common Stock	11/29/2018		S		15	D	\$58.8461	75793 (2)	I	Trust #42-01- 100- 8550714 (2E)
Common Stock	11/29/2018		S		12	D	\$58.8461	160827 (2)	I	Trust #42-01- 100- 8550720 (3E)
Common Stock	11/29/2018		S		79	D	\$58.8461	481629 (2)	I	Trust #42-01- 100- 8550719 (4E)
Common Stock	11/29/2018		S		5	D	\$58.8461	83983 (2)	I	Trust #42-01- 100- 8550713 (6E/7W)
Common Stock	11/30/2018		S		292	D	\$59.5144	412581 (2)	I	Trust #42-01- 100- 8546559 (1E)
Common Stock	11/30/2018		S		30	D	\$59.5144	75763 (2)	I	Trust #42-01- 100- 8550714 (2E)
Common Stock	11/30/2018		S		23	D	\$59.5144	160804 (2)	I	Trust #42-01- 100- 8550720 (3E)
Common Stock	11/30/2018		S		146	D	\$59.5144	481483 (2)	I	Trust #42-01- 100- 8550719 (4E)
Common Stock	11/30/2018		S		10	D	\$59.5144	83973 (2)	I	Trust #42-01- 100- 8550713 (6E/7W)

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								34879.38	I	By 401(k) Plan
Common Stock								4348.29 (2)	I	By my wife
Common Stock								39116 (2)	I	Trust #42-01- 100- 8546568
Common Stock								410468 (2)	I	Trust #42-01- 100- 8546558 (5E/SW)
Common Stock								77162 (2)	I	Trust #42-01- 102- 2549053

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Includes a balance of 442 Restricted Stock Units granted 2/8/2018, that are subject to forfeiture if certain events occur.
- (2) Reporting Person hereby disclaims beneficial ownership of shares held by his Wife, and the Trusts except to the extent of his pecuniary interest.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06010	X			

Signatures

William K. Piotrowski, pursuant to a Power of Attorney

12/3/2018

******Signature of Reporting Person

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.

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