

Cestari Paul D  
 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Cestari Paul D		(Month/Day/Year)	BARNES GROUP INC [B]	
(Last)	(First)	(Middle)	03/12/2013	
BARNES GROUP INC., Â 123 MAIN STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BRISTOL, Â CT Â 06010			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Bus Alys & Pln	

**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	4,971 <sup>(1)</sup>	D	Â
Common Stock	2,343.7013	I	By Company's Employee Stock Purchase Plan
Common Stock	7,865.5774	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)

**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.**

**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			
Employee Stk Option-Right to Buy	Â (2)	02/13/2018	Common Stock	6,150	\$ 26.38	D	Â
Employee Stk Option-Right to Buy	Â (3)	02/08/2020	Common Stock	1,199	\$ 15.265	D	Â
Employee Stk Option-Right to Buy	Â (4)	02/09/2021	Common Stock	2,100	\$ 20.69	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cestari Paul D BARNES GROUP INC. 123 MAIN STREET BRISTOL,Â CTÂ 06010	Â	Â	Â VP,Bus Alys & Pln	Â

## Signatures

Paul D. Cestari                      03/12/2013  
 \*\*Signature of                      Date  
 Reporting Person

## 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 400 Restricted Stock Units granted 2/9/11 and 550 from grant 2/12/13 and 400 Performance Share Awards granted 2/8/12 and 550 from grant 2/12/13, 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.