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ACKER MA	RIAN											
Form 4/A												
February 27,	2019											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMIS						COMMERIO	NT	OMB APPROVAL				
	Washington, D.C. 20549						Number:	3235-0287				
Check this	washington, D.C. 20349							January 31,				
if no long subject to		IENT O	F CHAN	GES IN	F .	Expires: 2005						
Section 16.				SECURITIES						Estimated average burden hours per		
Form 4 o									response	response 0.5		
Form 5 obligation	.							ge Act of 1934				
may cont				•	•	· ·		of 1935 or Sect	ion			
See Instru	uction	30(h)	of the In	vestment	Compan	y Ac	t of P	940				
1(b).												
(Print or Type F	Responses)											
1. Name and Address of Reporting Person *2. IssuerACKER MARIANSymbol				r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
								Issuer				
			BARNES GROUP INC [B]					(Check all applicable)				
(Last)	(First) (I	Middle)		Earliest Tr	ansaction							
DADNEG C	DOUDING 10		(Month/D	-				Director X_ Officer (g		0% Owner other (specify		
STREET	ROUP INC., 123	MAIN	02/13/2	019				below)	below)			
SIKELI									VP, Controller			
(Street) 4. If Ame				endment, Date Original				6. Individual or Joint/Group Filing(Check				
				th/Day/Year)			Applicable Line) _X_ Form filed b	v One Reporting	Person		
BRISTOL,	СТ 06010		02/15/20	019					y More than One			
DRIGTOL,	C1 00010							Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned		
1.Title of	2. Transaction Date	•		Date, if TransactionAcquired (A) or				Securities (6.	7. Nature of		
Security	(Month/Day/Year)								Ownership	Indirect		
(Instr. 3)		any (Month/I	Day/Year)	CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				Beneficially Owned	Form: Direct (D) or	Beneficial Ownership		
		(intonui)	Day(1 car) (msu: 5) (msu: 5, 4 and 5)				5)	Following	Indirect (I)	(Instr. 4)		
			(A)				Reported	(Instr. 4)				
						or		Transaction(s) (Instr. 3 and 4)				
Common				Code V	Amount	(D)	Price	× ,				
Stock	02/13/2019			A <u>(1)</u>	800	А	\$0	33,174.35 <u>(2)</u>	D			
Stock										D		
Common								3.67	Ι	By Company's		
Stock								5.07	1	401(k) Plan		

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

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.

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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. Transacti Code (Instr. 8)	5. Number onof Derivativ 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option-Right to Buy (3)	\$ 60.72	02/13/2019		А	2,200	(4)	02/13/2029	Common Stock	2,200

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ACKER MARIAN							
BARNES GROUP INC.			VP,				
123 MAIN STREET			Controller				
BRISTOL, CT 06010							
Signatures							
Patricia A. Bradley, pursuant to Attorney	a Power o	f	02/27/2019)			
<u>**</u> Signature of Reporting Per	rson		Date				

Explanation of Responses:

* 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).

- (1) Reporting Person has received 800 Restricted Stock Units that are subject to forfeiture if certain events occur.
- (2) Includes balances of 342 Restricted Stock Units granted 2/10/2016, 512 granted 2/8/2017 and 591 granted 2/8/2018, that are subject to forfeiture if certain events occur.

This amendment is being filed to correct an inadvertent error in the Form 4 of the reporting person filed on February 15, 2019 (the "Prior Form 4"). This line item reflects the February 13, 2019 award by Barnes Group Inc. (the "Company") to the reporting person of options in $\frac{1}{2} + \frac{1}{2} + \frac{1}{2}$

- (3) respect of 2,200 shares of common stock of the Company with an exercise price of \$60.72. Such options were inadvertently listed as an award of shares of common stock of the Company in the Prior Form 4. This amendment amends and restates the Prior Form 4 in its entirety.
- (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.

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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