

BARNES GROUP INC  
Form 4  
February 28, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, 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 \*  
DEFORTE JOSEPH D

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BARNES GROUP INC [B]

3. Date of Earliest Transaction (Month/Day/Year)  
02/24/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice President, Tax

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ 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. 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                    | 02/24/2005                           |  | M                              | 7,493 A \$ 16.9375  | 0   | D  |   |
| Common Stock                    | 02/24/2005                           |  | F                              | 5,754 D \$ 25.615   | 25,970.0169 (1)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,928.858   | I  | By Co.'s Employee Stk Purchase Plan                   |
| Common Stock                    |                                      |  |                                |   | 4,327.041   | I  | By Company's  |

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

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(9-02)

**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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stk Option-Right to Buy           | \$ 16.9375   | 02/24/2005                           |  | M                              | 7,493   | <u>(2)</u> 02/10/2010                                    | Common Stock  |
| Employee Stk Option-Right to Buy           | \$ 25.615  | 02/24/2005                           |  | A                              | 5,754   | 02/24/2005 02/10/2010                                    | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| DEFORTE JOSEPH D<br>BARNES GROUP INC.<br>123 MAIN STREET<br>BRISTOL, CT 06011-0489 |               |           | Vice President, Tax |       |

## Signatures

Signe S. Gates, pursuant to a Power of Atty 02/28/2005

\*\*Signature of Reporting Person

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)

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Includes 7,000 Restricted Stock Units granted 2/13/03, 4,000 granted 4/14/04 and 2,250 Restricted Stock Units and 2,250 Performance Share Units granted 2/16/05 that are subject to forfeiture if certain events occur.

(2) The options vest in 3 equal annual installments with the first installment vesting on 2/10/2001.

(3) 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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