

BARNES GROUP INC
Form 4
February 28, 2005

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, 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 *
CARPENTER EDMUND M

(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)
02/25/2005

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)
President & CEO

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	02/25/2005		M		46,874	A	\$ 25.79
Common Stock	02/25/2005		F		46,276	D	\$ 26.28
Common Stock	02/25/2005		M		19,405	A	\$ 25.79
Common Stock	02/25/2005		F		19,158	D	\$ 26.28
Common Stock	02/25/2005		M		4,041	A	\$ 25.79

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Common Stock	02/25/2005	F	3,990	D	\$ 26.28	479,244 ⁽¹⁾	D	
Common Stock						5,247.5523	I	By Employee Stk Purchase Plan
Common Stock						5,369.646	I	By 401(k) Plan

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stk Option-Right to Buy	\$ 25.79	02/25/2005		M	46,874	⁽²⁾ 02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 26.28	02/25/2005		A	46,276	02/25/2005 02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 25.79	02/25/2005		M	19,405	⁽²⁾ 02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 26.28	02/25/2005		A	19,158	02/25/2005 02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 25.79	02/25/2005		M	4,041	⁽²⁾ 02/19/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 26.28	02/25/2005		A	3,990	02/25/2005 02/19/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARPENTER EDMUND M BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			President & CEO	

Signatures

Signe S. Gates, pursuant to a Power of Atty	02/28/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Includes 45,000 Restricted Stock Units and 45,000 Performance Share Units granted 2/12/2003, and 25,000 Restricted Stock Units and 24,000 Performance Share Units granted 4/14/2004 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 11/19/2004.
- (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. 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.