

BARNES GROUP INC

Form 4

June 13, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
06/10/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

President &amp; CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
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Common  
Stock

571,189 <sup>(1)</sup> D

Common  
Stock

5,285.9471 I

By  
Company's  
Employee  
Stock  
Purchase  
Plan

Common  
Stock

5,875.367 I

By  
Company's  
401(k) Plan

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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.**

SEC 1474  
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Dividend Equivalent (Right to Receive)	<u>(2)</u>	06/10/2005		A		420.6742		<u>(3)</u>	<u>(3)</u>	Common Stock	420.674

## 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

Nancy M. Clark, pursuant to a Power  
of Atty 06/13/2005

\_\_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) Includes 45,000 Restricted Stock Units and a balance of 25,000 Performance Share Units granted 2/12/03, 25,000 Restricted Stock Units and a balance of 19,000 Performance Share Units granted 4/14/04, and 32,000 Restricted Stock Units and 58,000 Performance Share Awards granted 3/7/05 that are subject to forfeiture if certain events occur.

(2) 1 for 1

(3) The Rights become exercisable for shares of common stock proportionally with incentive stock units to which they relate. The actual receipt of the shares is based on conditions being met.

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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