

BARNES GROUP INC  
Form 4  
April 28, 2003

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Barnes Thomas O.</b> (Last) (First) (Middle)			2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>"B"</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) <b>Chairman of the Board</b>		
Barnes Group Inc. P.O. Box 489, 123 Main Street			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>April 24, 2003</b>		
(Street) Bristol, CT 06011-0489			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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, Par Value \$0.01 Per Share			04/24/03				M		900	A	\$10.377						
"			04/24/03				S		900	D	\$20.667	148,128 <sup>(1)</sup>		D			
"												932,2647 <sup>(2)</sup>		I		By my Wife	
"												12,563.9924 <sup>(2)</sup>		I		As Custodian for Son	
"												316,237 <sup>(2)</sup>		I		Trust # CF-2078	
"												1,810.6403		I		By Employee Stk Purchase Pln	
"												7,431.8440 <sup>(3)</sup>		I		By 401 (k) Plan	



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\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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