

BOYLE FRANCIS C JR
Form 4
November 24, 2004

FORM 4

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

OMB APPROVAL

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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 *
BOYLE FRANCIS C JR

(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)
11/22/2004

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 below) ___ Other (specify below)

Vice President, Controller

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/22/2004		M	8,513 A \$ 18.21	0	D	
Common Stock	11/22/2004		F	6,751 D \$ 26.09	0	D	
Common Stock	11/22/2004		M	1,667 A \$ 19.12	0	D	
Common Stock	11/22/2004		F	1,363 D \$ 26.09	0	D	
Common Stock	11/22/2004		M	6,800 A \$ 19.44	0	D	

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Common Stock	11/22/2004	F	5,613	D	\$ 26.09	0	D	
Common Stock	11/22/2004	M	3,149	A	\$ 22.333	0	D	
Common Stock	11/22/2004	F	2,839	D	\$ 26.09	29,490 ⁽¹⁾	D	
Common Stock						4,471.714	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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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	\$ 18.21	11/22/2004		M	8,513	02/06/2002 ⁽²⁾	02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004		A	6,751	11/22/2004	02/06/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 19.12	11/22/2004		M	1,667	02/13/2004 ⁽⁴⁾	02/13/2013	Common Stock
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004		A	1,363	11/22/2004	02/13/2013	Common Stock
Employee Stk Option-Right to Buy	\$ 19.44	11/22/2004		M	6,800	02/19/2000 ⁽⁵⁾	02/19/2009	Common Stock
Employee Stk Option-Right	\$ 26.09	11/22/2004		A	5,613	11/22/2004	02/19/2009	Common Stock

