

ARRINGTON JOHN R
Form 4
November 24, 2004

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ARRINGTON JOHN R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP, Human Resources

(Street)
BRISTOL, CT 06011-0489

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	11/22/2004		M		1,173 A \$ 19.44	0	D
Common Stock	11/22/2004		F		970 D \$ 26.09	0	D
Common Stock	11/22/2004		M		757 A \$ 19.6875	0	D
Common Stock	11/22/2004		F		631 D \$ 26.09	0	D
Common Stock	11/22/2004		M		806 A \$ 20	0	D

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Common Stock	11/22/2004	F	678	D	\$ 26.09	0	D	
Common Stock	11/22/2004	M	8,547	A	\$ 20.04	0	D	
Common Stock	11/22/2004	F	7,190	D	\$ 26.09	64,420.4692 <u>(1)</u>	D	
Common Stock						1,660.9461	I	By Employee Stk Purchase Plan
Common Stock						2,847.95	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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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stk Option-Right to Buy	\$ 19.44	11/22/2004		M	1,173	<u>(2)</u> 02/19/2009	02/19/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004		A	970	11/22/2004	02/19/2009	Common Stock
Employee Stk Option-Right to Buy	\$ 19.6875	11/22/2004		M	757	<u>(3)</u> 02/10/2010	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004		A	631	11/22/2004	02/10/2010	Common Stock

Employee Stk Option-Right to Buy	\$ 20	11/22/2004	M	806	(4)	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004	A	678		02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 20.04	11/22/2004	M	8,547	(5)	02/10/2010	Common Stock
Employee Stk Option-Right to Buy	\$ 26.09	11/22/2004	A	7,190		02/10/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARRINGTON JOHN R BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Human Resources	

Signatures

Signe S. Gates, pursuant to a Power of Atty. 11/24/2004

**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 20,000 Restricted Stock Units granted 2/12/03 and 11,000 granted 4/14/04 that are subject to forfeiture if certain events occur.
- (2) The options vest in four equal annual installments with the first installment vesting 2/19/2000.
- (3) The options vest 100% immediately on 8/14/2000.
- (4) The options vest 100% immediately on 5/1/2001.
- (5) The options vest 100% immediately on 8/19/2002.
- (6) 1 for 1

Remarks:

This transmission is Part 1 of 2, and contains 3 pages.

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.