

O BRIEN LAWRENCE W
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 *
O BRIEN LAWRENCE W

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)
02/25/2005

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

Vice President, Treasurer

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/25/2005		P	A	\$ 26	0	D
Common Stock	02/25/2005		P	A	\$ 26.39	0	D
Common Stock	02/25/2005		M	A	\$ 21.31	0	D
Common Stock	02/25/2005		F	D	\$ 26.28	0	D
Common Stock	02/25/2005		M	A	\$ 22.78	0	D

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Common Stock	02/25/2005	F	223	D	\$ 26.28	0	D	
Common Stock	02/25/2005	M	3,636	A	\$ 23	0	D	
Common Stock	02/25/2005	F	3,326	D	\$ 26.28	30,307 ⁽¹⁾	D	
Common Stock						3,366.5007	I	By Employee Stk Purchase Plan
Common Stock						4,068.713	I	By 401(k) Plan

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.

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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	\$ 21.31	02/25/2005		M	505	05/15/2003 ⁽²⁾	08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 26.28	02/25/2005		A	441	02/25/2005	08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 22.78	02/25/2005		M	244	11/15/2002 ⁽³⁾	08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 26.28	02/25/2005		A	223	02/25/2005	08/07/2011	Common Stock

Employee Stk Option-Right to Buy	\$ 23	02/25/2005	M	3,636	02/05/2003 ⁽⁴⁾	02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 26.28	02/25/2005	A	3,326	02/25/2005	02/05/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O BRIEN LAWRENCE W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Vice President, Treasurer	

Signatures

Signe S. Gates, Pursuant to a Power of Attorney	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 7,000 Restricted Stock Units granted 2/12/2003, 4,000 granted 4/14/2004, and 2,250 Restricted Stock Units and 2,250 Performance Share Units granted 2/16/2005 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 5/15/2003.
- (3) The options vest 100% immediately on 11/15/2002.
- (4) The options vest in three equal annual installments, with the first installment vesting on 2/5/2003.
- (5) 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.