### Edgar Filing: Dempsey Patrick - Form 4

Dempsey P Form 4 November 1											
FORM	ЛЛ								OMB A	APPROVA	L
	UNITED	STATES			AND EX n, D.C. 2			OMMISSION	OMB Number:	3235-	0287
Check t if no lor subject Section Form 4		SECU	IRITIES			NERSHIP OF	Expires: Jan Estimated averag burden hours per response		y 31, 2005 0.5		
Form 5 obligation may con <i>See</i> Inst 1(b).	ons Section 17( ruction	a) of the	Public U	Jtility Ho	olding Co	mpa	•	e Act of 1934, 1935 or Section 0	n		
(Print or Type	Responses)										
1. Name and Dempsey F	Address of Reporting Patrick	Person <sup>*</sup>	Symbol		nd Ticker o		ling	5. Relationship of Issuer	Reporting Pe	erson(s) to	
(Last)	(First) (	Middle)			Transaction			(Chec	ck all applicable)		
(Month				onth/Day/Year) /09/2005				Director 10% Owner X Officer (give title Other (specify below) VP-BGI; Pres., B. Aerospace			
DDIGTION	(Street)			endment, onth/Day/Y	Date Origin ear)	nal		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting I	Person	
	CT 06011-0489	(77:)						Person		1 0	
(City)	(State)	(Zip)	Tab	ole I - Non	n-Derivativ	e Seci	ırities Acq	uired, Disposed of	, or Beneficia	ally Owned	1
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature Indirect Beneficia Ownershi (Instr. 4)	1	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)		
Common Stock	11/09/2005			М	297	A	\$ 26.25	0	D		
Common Stock	11/09/2005			F	248	D	\$ 34.95	0	D		
Common Stock	11/09/2005			М	168	A	\$ 26.25	0	D		
Common Stock	11/09/2005			F	141	D	\$ 34.95	0	D		
Common Stock	11/09/2005			М	516	А	\$ 27.245	0	D		

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Common Stock	11/09/2005	F	439	D	\$ 34.95	0	D	
Common Stock	11/09/2005	М	723	А	\$ 27.245	0	D	
Common Stock	11/09/2005	F	615	D	\$ 34.95	26,319.4302 (1)	D	
Common Stock						3,482.1144	I	By Company's Employee Stk Purchase Plan
Common Stock						1,485.041	Ι	By Company's 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.

# 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. Transactio Code (Instr. 8)	5. Nur Dorof Deriva Securi (A) or Dispo (D) (Instr. and 5)	ative ties red sed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Employee Stk Option-Right to Buy	\$ 26.25	11/09/2005		М		297	(2)	02/06/2011	Common Stock	297
Employee Stk Option-Right to Buy	\$ 34.95	11/09/2005		А	248		11/09/2005	02/06/2011	Common Stock	248
Employee Stk Option-Right to Buy	\$ 26.25	11/09/2005		М		168	(2)	02/06/2011	Common Stock	168

Employee Stk Option-Right to Buy	\$ 34.95	11/09/2005	А	141		11/09/2005	02/06/2011	Common Stock	141
Employee Stk Option-Right to Buy	\$ 27.245	11/09/2005	М		516	(3)	02/06/2011	Common Stock	516
Employee Stk Option-Right to Buy	\$ 34.95	11/09/2005	А	439		11/09/2005	02/06/2011	Common Stock	439
Employee Stk Option-Right to Buy	\$ 27.245	11/09/2005	М		723	<u>(3)</u>	10/30/2010	Common Stock	723
Employee Stk Option-Right to Buy	\$ 34.95	11/09/2005	А	615		11/09/2005	10/30/2010	Common Stock	615

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r o	Director	10% Owner	Officer	Other				
Dempsey Patrick BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			VP-BGI; Pres., B. Aerospace					
Signatures								
Signe S. Gates, pursuant to Pow Attorney	ver of		11/14/2005					
**Signature of Reporting Person	n		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 1,850 Restricted Stock Units granted 2/12/03, 1,000 granted 9/1/03, 1,200 granted 4/14/04, 4,500 granted 12/8/04, and 6,750 Restricted Stock Units and 6,750 Performance Share Units granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 10/14/2004.
- (3) The options vest 100% immediately on 2/19/2004.

(**4**) 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.