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Form 4

February 25, 2003

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

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 Re O'Brien, Lawrence W.		er Names Grou			er or	to	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _ Director				
(Last) (First) Barnes Group Inc. P.O. Box , 123 Main Stree	of Rej	S. Ident porting F entity (vo	Person,		umbe	Month	X X X X X X X X X X	10% Owner X Officer (give title below) Other (specify below)			
(Street) Bristol, CT 06011-0489							Date of	mendment, 7. f Original (Con/Day/Year) X	Individual or Joint/Group Filing Check Applicable Line) Form filed by One Reporting erson Form filed by More than One eporting Person		
(City) (State)	(Zip)		Table 1	I No	n-De	eriva	tive Secu	rities Acquired, Dispo	sed of, or B	eneficially Owned	
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deeme Execution Date, if any (Month/Day/ Year)	Transaction Code (Instr. 8)	- (A) (Inst	4. Securities Ac (A) or Disposed (Instr. 3, 4 & 5)					7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, Par Value \$0.01 Per Share	02/24/03		М		632	\sim	\$18.6915				
Common Stock, Par Value \$0.01 Per Share	02/24/03		F		604	D	\$20.06	7,075	D		
Common Stock, Par Value \$0.01 Per Share								1,373.4201	I	By Employee Stock Purchase Plan	
Common Stock, Par Value \$0.01 Per Share								1,562.8240	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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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3. Trans-	3A.	4.	5.			6. Date Exercisable		7. Title and		8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	·Νι	uml	mber and Expiration			Amount of		Derivative	Derivative	Owner-	of Indirect
Security	Exercise	Date	Execution	action	of			Date		Underlying		Security	Securities	ship	Beneficial
	Price of		Date,	Code	Dθ	eriv	ativ	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		Se	cur	itie	Y ear)		(Instr. 3 & 4)			Owned	of Deriv-	(Instr. 4)
	Security	Day/	(Month/	(Instr.	Αc	equ	irec	l						ative	
		Year)	Day/	8)	(A	() O	r						Reported	Security:	
			Year)			Disposed							Transaction(s)	Direct	
					of	of (D)							(Instr. 4)	(D)	
														or	
					(Instr.									Indirect	
					3, 4 &									(I)	
					5)									(Instr. 4)	
				Code	V (A	(1	D)	Date	Expira-	Title	Amount				
								Exer-cisable	tion		or				
									Date		Number				
											of				
											Shares				
Employee	\$18.6915	02/24/03		M		6	532	(2)	8/7/11	Common	632		6,248	D	
Stk										Stock					
Option															
(Right to															
Buy)															
Employee	\$20.06	02/24/03		A	60)4		02/24/03	8/7/11	Common	604		604	D	
Stk										Stock					
Option															
(Right to															
Buy)															

Explanation of Responses:

- (1) Represents the number of shares beneficially owned as of 02/24/03.
- (2) The options vest in four equal annual installments beginning on 8/7/02.

By: /s/ Nancy M. Clark, Attorney-in-Fact February 25, 2003
Date

**Signature of Reporting Person

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