MANGUM MYLLE H

Form 4

Common

Stock

12/10/2004

December 14, 2004									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287	
Check this box if no longer							Expires:	January 31,	
subject to Section 16. Form 4 or	EMENT OF CHA	CHANGES IN BENEFICIAL OWN SECURITIES				ERSHIP OF	Estimated burden ho response.	urs per	
ablications *	oursuant to Section 7(a) of the Public 30(h) of the	Utility Hole	ding Com	npany	y Act of	1935 or Section	ı		
(Print or Type Responses)									
1. Name and Address of Reporting MANGUM MYLLE H	suer Name and Ticker or Trading ol NES GROUP INC [B]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First)		e of Earliest T		~]		(Checl	k all applicab	le)	
BARNES GROUP INC., 1 STREET	(Mont	h/Day/Year) 0/2004	runsuction			X Director Officer (give below)		% Owner her (specify	
(Street)	4. If A	mendment, Da	ate Original			6. Individual or Jo	int/Group Fil	ing(Check	
BRISTOL, CT 06011-0489		Month/Day/Yea	r)			Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting lore than One I	Person Reporting	
(City) (State)	(Zip) T	able I - Non-I	Derivative S	Secur	ities Acqı	iired, Disposed of	, or Benefici	ally Owned	
1.Title of Security (Month/Day/Year) (Instr. 3)		Oate, if Transactionor Disposed of (D) Sec Code (Instr. 3, 4 and 5) Ber y/Year) (Instr. 8) Ow Fol			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
G.		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock						3,550 <u>(1)</u>	D		
Common 12/10/2004 Stock		A 2	2.4734	A	\$ 27.011	0	I	By Non-Employee Director Deferred Stock Plan	

A 44.4263 A \$ 380.9223

By

Plan

Non-Employee

Deferred Stock

Director

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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.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	ration Title Nun	Number		
						Exercisable	Date				
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Kelationships						
•	Director	10% Owner	Officer	Other			
MANGUM MYLLE H							
BARNES GROUP INC.	X						
123 MAIN STREET	Λ						

Signatures

BRISTOL, CT 06011-0489

Signe S. Gates, pursuant to a Power of Atty

**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 2,000 Restricted Stock Units granted 2/12/03 and 1,550 granted 4/14/04 that are subject to forfeiture if certain events occur.

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.

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