

BARNES GROUP INC
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 *
DENNINGER WILLIAM C

(Last) (First) (Middle)

BARNES GROUP INC., 123 MAIN STREET

(Street)

BRISTOL, CT 06011-0489

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. VP, Finance & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/24/2005 | | M | | 35,041 | A | \$ 23 0 | D | |
| Common Stock | 02/24/2005 | | F | | 32,590 | D | \$ 25.615 0 | D | |
| Common Stock | 02/24/2005 | | M | | 11,546 | A | \$ 24.73 0 | D | |
| Common Stock | 02/24/2005 | | F | | 11,274 | D | \$ 25.615 ⁽¹⁾ | D | |
| Common Stock | | | | | | | 6,358.3064 | I | By Company's Employee |

| | | | |
|--------------|-----------|---|---|
| Common Stock | 3,308.098 | I | Stock Purchase Plan 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.

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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 (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stk Option-Right to Buy | \$ 23 | 02/24/2005 | | M | 35,041 | 02/05/2003 ⁽²⁾ | 02/05/2012 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 25.615 | 02/24/2005 | | A | 32,590 | 02/24/2005 | 02/05/2012 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 24.73 | 02/24/2005 | | M | 11,546 | 08/19/2003 ⁽³⁾ | 02/06/2011 | Common Stock |
| Employee Stk Option-Right to Buy | \$ 25.615 | 02/24/2005 | | A | 11,274 | 02/24/2005 | 02/06/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENNINGER WILLIAM C BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | | | Sr. VP, Finance & CFO | |

Signatures

Signe S. Gates, pursuant to a Power
of Atty

02/28/2005

__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 22,000 Restricted Stock Units granted 2/12/03, 12,000 granted 4/14/04, and 6,750 Restricted Stock Units and 6,750 Performance Share Units granted 2/16/2005 that are subject to forfeiture if certain events occur.
- (2) The options vest in 3 equal annual installments with the first installment vesting on 2/5/2003.
- (3) The options vest 100% immediately on 8/19/2003.
- (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.

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