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CARPENTER GEORGE T Form 4 September 13, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CARPENTER GEORGE T Issuer Symbol BARNES GROUP INC [B] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title **BARNES GROUP INC., 123 MAIN** 09/09/2005 below) below) STREET 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BRISTOL, CT 06011-0489 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 7. Nature of 3. 6. TransactionDisposed of (D) Ownership Indirect Beneficial Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Ownership any (Month/Day/Year) (Instr. 8) Owned Direct (D) (Instr. 4) Following or Indirect Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Price Code V Amount (D) Common 10,011.6531 D (1) Stock By S. Carpenter Common Construction 105,447 Ι Stock Co. Common 432.5226 (2) Ι By my wife Stock Common 09/09/2005 A 25.0017 A \$ 4,159.7033 I By 36.2631 Stock Non-Employee

Director Deferred Stock

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09/09/2005	5	A .	36.2628	A \$ 36.2	2631 ^{4,19}	5.9661	I	By No Dir De	n-Employe rector ferred Stoc				
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) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) SEC 1474 (9-02)													
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Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships						
L O	Director	10% Owner	Officer	Other			
CARPENTER GEORGE T BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489	Х						
Signatures							
Nancy M. Clark, pursuant to a Attorney		09/13/2005					
<u>**</u> Signature of Reporting Per	son		Da	ite			

Shares

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 2/13/03, 1,550 granted 4/14/04 and 2,000 granted 2/17/05 that are subject to forfeiture if certain events occur.
- (2) I disclaim beneficial ownership of the shares held by my wife.

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.