

DENNINGER WILLIAM C
 Form 4
 February 19, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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
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1. Name and Address of Reporting Person* Denninger William C.		2. Issuer Name and Ticker or Trading Symbol Barnes Group Inc. "B"		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President, Finance and Chief Financial Officer	
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year February 19, 2003		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Barnes Group Inc. P.O. Box 489, 123 Main Street			5. If Amendment, Date of Original (Month/Day/Year)		
(Street) Bristol, CT 06011-0489		(City) (State) (Zip)			

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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, Par Value \$0.01 Per Share	02/19/03		M			12,354	A	\$16.9375			
Common Stock, Par Value \$0.01 Per Share	02/19/03		F			11,394	D	\$19.16			
Common Stock, Par Value \$0.01 Per Share	02/19/03		M			6,673	A	\$18.21			
Common Stock, Par Value \$0.01 Per Share	02/19/03		F			6,453	D	\$19.16	39,062.0136		
Common Stock, Par Value \$0.01 Per Share									4,244.4332	I	By Employee Stock Purchase Plan
Common Stock, Par Value \$0.01 Per Share									1,653.735 ⁽¹⁾	I	By 401 (k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stk Option (Right to Buy)	\$16.9375	2/19/03		M		12,354	(2)	4/11/10	Common Stock	12,354		0	D		
Employee Stk Option (Right to Buy)	\$19.16	2/19/03		A		11,394		2/19/03	Common Stock	11,394		11,394	D		
Employee Stk Option (Right to Buy)	\$16.9375	2/19/03		M		6,673	(3)	2/6/11	Common Stock	6,673		28,983	D		
Employee Stk Option (Right to Buy)	\$19.16	2/19/03		A		6,453		2/19/03	Common Stock	6,453		6,453	D		

Explanation of Responses:

(1) Represents the number of shares beneficially owned as of 2/19/03.

(2) The options vest at the rate of 33 1/3% on the day after the end of the 6th, 18th, and 30th months beginning 4/12/00.

(3) The option vest at the rate 33 1/3% on the first, second and third anniversaries of the grant date beginning 2/6/01.

By: /s/ **Signe S. Gates, Attorney-in-Fact**

February 19, 2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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