BARNES THOMAS O

Form 4

November 23, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

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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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BARNES THOMAS O			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			BARNES GROUP INC [B]	(Check all applicable)			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
BARNES GROUP INC., 123 MAIN STREET			11/19/2004	Officer (give title below) Other (specify below)			
(Street) BRISTOL, CT 06011-0489			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
			Filed(Month/Day/Year)				
Ditto I OL,	1 00011 01			Person			

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)			ectio	4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/25/2003		S(2)		4,700	D	\$ 19.63	6,754 (2)	I	Trust # 300446040
Common Stock	04/07/2004		G	V	2,960	D	\$ 0 (3)	308,877 (2)	I	Trust #CF-2078
Common Stock	04/07/2004		G	V	370	A	\$ 0 (3)	150,048 (1)	D	
Common Stock	05/26/2004		G	V	370	D	\$ 0 (3)	149,678 <u>(1)</u>	D	
Common Stock	05/26/2004		S(2)		370	D	\$ 26.65	6,384 (2)	I	Trust #300446040

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Common	05/26/2004	S(2)	1,440	D	\$	10,014 (2)	I	Trust
Stock	03/20/2001	~ _	1,110		26.65	10,011	•	#300445540
Common Stock	11/19/2004	S(2)	1,300	D	\$ 25.91	7,547 <u>(2)</u>	I	Trust #300445740
Common Stock						974.6217 (2)	I	By my wife
Common Stock						12,628.405 (2)	I	As Custodian for my Son
Common Stock						2,292.7217	I	By Employee Stock Purchase Plan
Common Stock						9,177.42	I	By 401(k) Plan
Common Stock						19,678 (2)	I	Trust #300446240
Common Stock						19,666 (2)	I	Trust #300445640
Common Stock						11,410 (2)	I	Trust #300446140
Common Stock						8,672 (2)	I	Trust #300445840
Common Stock						5,875 <u>(2)</u>	I	Trust #300445940

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or	

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

Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARNES THOMAS O
BARNES GROUP INC.
123 MAIN STREET
BRISTOL, CT 06011-0489

Signatures

Thomas O.
Barnes

**Signature of Reporting Person

Thomas O.

11/22/2004

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 shares of Restricted Stock Units granted 2/13/2003 and 1,550 granted on 4/14/2004 that are subject to forfeiture if certain events occur.
- (2) I hereby disclaim beneficial ownership of shares held by my Wife, my Son and the Trusts except to the extent of his pecuniary interest.
- The reported transaction was a gift transaction of 370 shares from H. F. Barnes Trust No. CF2078 to 8 recipients including reporting person for total of 2,960 shares. On May 5, 2004, reporting person gifted 370 shares to his granddaughter.

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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