

BOYLE FRANCIS C JR  
Form 4  
November 24, 2004

**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 \*  
BOYLE FRANCIS C JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
BARNES GROUP INC., 123 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)  
11/22/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Vice President, Controller

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 11/22/2004                           |  | M                              | A   | 8,513   | \$ 18.21   | 0 D   |
| Common Stock                    | 11/22/2004                           |  | F                              | D   | 6,751   | \$ 26.09   | 0 D   |
| Common Stock                    | 11/22/2004                           |  | M                              | A   | 1,667   | \$ 19.12   | 0 D   |
| Common Stock                    | 11/22/2004                           |  | F                              | D   | 1,363   | \$ 26.09   | 0 D   |
| Common Stock                    | 11/22/2004                           |  | M                              | A   | 6,800   | \$ 19.44   | 0 D   |

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|              |            |   |       |   |           |                       |   |                |
|--------------|------------|---|-------|---|-----------|-----------------------|---|----------------|
| Common Stock | 11/22/2004 | F | 5,613 | D | \$ 26.09  | 0                     | D |                |
| Common Stock | 11/22/2004 | M | 3,149 | A | \$ 22.333 | 0                     | D |                |
| Common Stock | 11/22/2004 | F | 2,839 | D | \$ 26.09  | 29,490 <sup>(1)</sup> | D |                |
| Common Stock |            |   |       |   |           | 4,471.714             | I | By 401(k) Plan |

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

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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 Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Employee Stk Option-Right to Buy           | \$ 18.21   | 11/22/2004                           |  | M                              | 8,513   | 02/06/2002 <sup>(2)</sup>                                | 02/06/2011  | Common Stock |
| Employee Stk Option-Right to Buy           | \$ 26.09   | 11/22/2004                           |  | A                              | 6,751   | 11/22/2004   | 02/06/2011  | Common Stock |
| Employee Stk Option-Right to Buy           | \$ 19.12   | 11/22/2004                           |  | M                              | 1,667   | 02/13/2004 <sup>(4)</sup>                                | 02/13/2013  | Common Stock |
| Employee Stk Option-Right to Buy           | \$ 26.09   | 11/22/2004                           |  | A                              | 1,363   | 11/22/2004   | 02/13/2013  | Common Stock |
| Employee Stk Option-Right to Buy           | \$ 19.44   | 11/22/2004                           |  | M                              | 6,800   | 02/19/2000 <sup>(5)</sup>                                | 02/19/2009  | Common Stock |
| Employee Stk Option-Right                  | \$ 26.09   | 11/22/2004                           |  | A                              | 5,613   | 11/22/2004   | 02/19/2009  | Common Stock |

to Buy

Employee Stk

|              |           |            |  |   |       |                           |            |                 |
|--------------|-----------|------------|--|---|-------|---------------------------|------------|-----------------|
| Option-Right | \$ 22.333 | 11/22/2004 |  | M | 3,149 | 02/21/1998 <sup>(6)</sup> | 02/21/2007 | Common<br>Stock |
|--------------|-----------|------------|--|---|-------|---------------------------|------------|-----------------|

to Buy

Employee Stk

|              |          |            |  |   |       |            |            |                 |
|--------------|----------|------------|--|---|-------|------------|------------|-----------------|
| Option-Right | \$ 26.09 | 11/22/2004 |  | A | 2,839 | 11/22/2004 | 02/21/2007 | Common<br>Stock |
|--------------|----------|------------|--|---|-------|------------|------------|-----------------|

to Buy

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director   10% Owner   Officer   Other

BOYLE FRANCIS C JR  
 BARNES GROUP INC.  
 123 MAIN STREET  
 BRISTOL, CT 06011-0489

Vice President, Controller

## Signatures

Signe S. Gates, pursuant to a Power of  
 Atty.

11/23/2004

        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 7,000 Restricted Stock Units granted 2/12/03 and 4,000 granted 4/14/04 that are subject to forfeiture if certain events occur.
- (2) The options vest in three equal annual installments, with the first installment vesting on 2/6/2002.
- (3) 1 for 1
- (4) The option vests at the rate of 33-1/3% on the first, third and fifth anniversary, with the first installment vesting on 2/13/2004.
- (5) The options vest in four equal annual installments, with the first installment vesting on 2/19/2000.
- (6) The options vest in four equal annual installments, with the first installment vesting on 2/21/1998.

### Remarks:

Contains Pages 1 of 3

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