

BARNES GROUP INC
Form 4
May 19, 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 *
O BRIEN LAWRENCE W

(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)
05/17/2005

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)

Vice President, Treasurer

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	05/17/2005		M		10,364	A	\$ 23	0	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/17/2005		F		8,815	D	\$ 29.415	0	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/17/2005		M		992	A	\$ 24.79	0	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/17/2005		F		887	D	\$ 29.415	0	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/17/2005		M		3,170	A	\$ 26.005	0	D	Indirect Beneficial Ownership (Instr. 4)

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Common Stock	05/17/2005	F	2,919	D	\$ 29.415	0	D	
Common Stock	05/17/2005	M	559	A	\$ 26.005	0	D	
Common Stock	05/17/2005	F	516	D	\$ 29.415	32,255 ⁽¹⁾	D	
Common Stock						4,661.106	I	By Company's 401(k) Plan
Common Stock						3,736.8334	I	By Company's Employee Stock Purchase 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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Employee Stk Option-Right to Buy	\$ 23	05/17/2005		M		10,364	⁽²⁾	02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 29.415	05/17/2005		A		8,815		05/17/2005 02/05/2012	Common Stock
Employee Stk Option-Right to Buy	\$ 24.79	05/17/2005		M		992	⁽³⁾	08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 29.415	05/17/2005		A		887		05/17/2005 08/07/2011	Common Stock

Employee Stk Option-Right to Buy	\$ 26.005	05/17/2005	M	3,170	(4)	08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 29.415	05/17/2005	A	2,919		08/07/2011	Common Stock
Employee Stk Option-Right to Buy	\$ 26.005	05/17/2005	M	559	(4)	02/13/2013	Common Stock
Employee Stk Option-Right to Buy	\$ 29.415	05/17/2005	A	516		02/13/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O BRIEN LAWRENCE W BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Vice President, Treasurer	

Signatures

Signe S. Gates, pursuant to a Power
of Atty 05/19/2005

__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 7,000 Restricted Stock Units granted 2/12/03, 4,000 granted 4/14/04 and 2,250 Restricted Stock Units and 2,250 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest in 3 equal annual installments with the first installment vesting on 2/5/03.
- (3) The options vest 100% immediately on 8/25/03.
- (4) The options vest 100% immediately on 5/17/04.
- (5) 1 for 1

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