

BARNES GROUP INC

Form 4

May 24, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLF IDELLE K

(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)
05/23/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP-BGI; Pres. B. Distrb. N A

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/23/2005		M		5,485	A	\$ 25.75 0		D
Common Stock	05/23/2005		F		4,920	D	\$ 30.315 0		D
Common Stock	05/23/2005		M		1,449	A	\$ 25.75 0		D
Common Stock	05/23/2005		F		1,300	D	\$ 30.315 0		D
Common Stock	05/23/2005		M		748	A	\$ 26.09 0		D

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Common Stock 05/23/2005 F 677 D \$ 30.315 47,682 ⁽¹⁾ D

Common Stock 6,064.885 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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stk Option-Right to Buy	\$ 25.75	05/23/2005		M		5,485		<u>(2)</u>	05/11/2010	Common Stock	5,485
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A		4,920		05/23/2005	05/11/2010	Common Stock	4,920
Employee Stk Option-Right to Buy	\$ 25.75	05/23/2005		M		1,449		<u>(2)</u>	05/11/2010	Common Stock	1,449
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A		1,300		05/23/2005	05/11/2010	Common Stock	1,300
Employee Stk Option-Right to Buy	\$ 26.09	05/23/2005		M		748		<u>(3)</u>	05/11/2010	Common Stock	748
Employee Stk Option-Right to Buy	\$ 30.315	05/23/2005		A		677		05/23/2005	05/11/2010	Common Stock	677

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLF IDELLE K BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			VP-BGI; Pres. B. Distrb. N A	

Signatures

Signe S. Gates, pursuant to a Power of Attorney	05/24/2005
__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 8,000 Restricted Stock Units granted 2/12/2003, 5,000 granted 4/14/2004 and 3,000 Restricted Stock Units and 3,000 Performance Share Awards granted 2/16/2005 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 8/27/03.
- (3) The options vest 100% immediately on 11/22/04.
- (4) 1 for 1.

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.