

BARNES GROUP INC

Form 4

May 26, 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 *
GOODRICH PHILIP A

(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)
05/24/2005

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)

Sr. VP, Corporate Development

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/24/2005		M		364	A	\$ 24.73
Common Stock	05/24/2005		F		320	D	\$ 30.16
Common Stock	05/24/2005		M		301	A	\$ 24.73
Common Stock	05/24/2005		F		265	D	\$ 30.16
Common Stock	05/24/2005		M		8,630	A	\$ 24.87

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Common Stock	05/24/2005	F	7,594	D	\$ 30.16	80,620 ⁽¹⁾	D	
Common Stock						663.4534	I	By Company's Employee Stock Purchase Plan
Common Stock						4,098.601	I	By Company's 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 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	\$ 24.73	05/24/2005		M			364	<u>(2)</u>	02/06/2011	Common Stock	
Employee Stk Option-Right to Buy	\$ 30.16	05/24/2005		A			320	05/24/2005	02/06/2011	Common Stock	
Employee Stk Option-Right to Buy	\$ 24.73	05/24/2005		M			301	<u>(2)</u>	02/10/2010	Common Stock	
Employee Stk Option-Right to Buy	\$ 30.16	05/24/2005		A			265	05/24/2005	02/10/2010	Common Stock	
Employee Stk Option-Right to Buy	\$ 24.87	05/24/2005		M			8,630	<u>(3)</u>	02/06/2011	Common Stock	8

Employee Stk										
Option-Right	\$ 30.16	05/24/2005		A	7,594	05/24/2005	02/06/2011	Common		7
to Buy								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH PHILIP A BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489			Sr. VP, Corporate Development	

Signatures

Nancy M. Clark, pursuant to a Power
of Atty

05/26/2005

__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 20,000 Restricted Stock Units granted 2/12/03, 11,000 granted 4/14/04 and 6,000 Restricted Stock Units and 6,000 Performance Share Awards granted 2/16/05 that are subject to forfeiture if certain events occur.
- (2) The options vest 100% immediately on 8/19/03.
- (3) The options vest 100% immediately on 5/20/02.
- (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.

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