

BARNES THOMAS O
Form 4
November 23, 2004

FORM 4

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

OMB APPROVAL

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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 *
BARNES THOMAS O

(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)
11/19/2004

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)

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 or Disposed of (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) Code V Amount (D) Price | | | |
| Common Stock | 02/25/2003 | | S ⁽²⁾ | V 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 ⁽¹⁾ | D | |
| Common Stock | 05/26/2004 | | S ⁽²⁾ | V 370 D \$ 26.65 | 6,384 ⁽²⁾ | I | Trust #300446040 |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|----------|---------------------------|---|---------------------------------|
| Common Stock | 05/26/2004 | | S ⁽²⁾ | 1,440 | D | \$ 26.65 | 10,014 ⁽²⁾ | I | Trust #300445540 |
| Common Stock | 11/19/2004 | | S ⁽²⁾ | 1,300 | D | \$ 25.91 | 7,547 ⁽²⁾ | 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 ⁽²⁾ | I | Trust #300445940 |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|------------------|-----------------|-------|-----------|
| | | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or |

Number
of
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARNES THOMAS O BARNES GROUP INC. 123 MAIN STREET BRISTOL, CT 06011-0489 | X | | | |

Signatures

Thomas O.
Barnes

11/22/2004

__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 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.
 - (3) 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.