

MILZCIK GREGORY F  
Form 4  
November 22, 2004

**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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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILZCIK GREGORY F

(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)

11/18/2004

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 \_\_\_\_ Other (specify  
below) below)

VP, BGI; Pres., Assoc. Spring

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)
Common Stock	11/18/2004		S	V Amount (A) or (D) Price 700 D \$ 25.46	97,255 <sup>(1)</sup>	D	
Common Stock	11/18/2004		S	700 D \$ 25.55	96,555 <sup>(1)</sup>	D	
Common Stock	11/18/2004		S	100 D \$ 25.72	96,455 <sup>(1)</sup>	D	
Common Stock	11/18/2004		S	100 D \$ 25.75	96,355 <sup>(1)</sup>	D	
Common Stock	11/18/2004		S	300 D \$ 25.76	96,055 <sup>(1)</sup>	D	

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Common Stock	11/18/2004	S	700	D	\$ 25.78	95,355 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	300	D	\$ 25.79	95,055 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	100	D	\$ 25.83	94,955 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	200	D	\$ 25.84	94,755 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	1,700	D	\$ 25.85	93,055 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	800	D	\$ 25.86	92,255 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	700	D	\$ 25.87	91,555 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	600	D	\$ 25.88	90,955 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	300	D	\$ 25.89	90,655 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	1,500	D	\$ 25.9	89,155 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	600	D	\$ 25.92	88,555 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	100	D	\$ 25.93	88,455 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	2,500	D	\$ 25.95	85,955 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	700	D	\$ 25.97	85,255 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	1,000	D	\$ 26	84,255 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	800	D	\$ 26.01	83,455 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	3,400	D	\$ 26.03	80,055 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	100	D	\$ 26.04	79,955 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	1,100	D	\$ 26.05	78,855 <sup>(1)</sup>	D
Common Stock	11/18/2004	S	800	D	\$ 26.45	78,055 <sup>(1)</sup>	D
						0.5436	I

Common  
StockBy Co.'s  
Employee  
Stk  
Purchase  
PlnCommon  
Stock

2,771.922 I

By Co.'s  
401 (k) Pln

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 Following Transaction (Instr. 3 and 4)
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Date  
Exercisable

Expiration  
Date

Title

Amount  
or  
Number  
of  
Shares

Code V (A) (D)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MILZCIK GREGORY F  
BARNES GROUP INC.  
123 MAIN STREET  
BRISTOL, CT 06011-0489

VP, BGI; Pres., Assoc. Spring

## Signatures

Nancy M. Clark, pursuant to a Power  
of Atty

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 22,000 Restricted Stock Units granted 2/12/03 and 12,000 granted 4/14/04 that are subject to forfeiture if certain events occur.

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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